

Development Committee Minutes

via Zoom/Telephone/in person

Tuesday, October 1, 2024

MEMBERS PRESENT: Judge James H. Cecile (Chair), Robert T. Tackman, Erich W. Shafer,
Nicholas J. DeMartino

MEMBERS EXCUSED: None

MEMBERS ABSENT: None

GUESTS PRESENT: None

STAFF PRESENT: Carolyn D. Brown

CALL TO ORDER:

The October 1, 2024 Development Committee meeting was called to order at 12:27 PM by Judge James Cecile. It was noted for the record that a quorum was present.

APPROVAL OF PREVIOUS MINUTES

Erich Shafer made a motion to approve the September 2024 Development Committee Meeting minutes. The motion was seconded by Robert Tackman, and unanimously approved.

BY-LAWS REVIEW

Robert Tackman made a motion to approve the by-laws as amended, Erich Shafer seconded, motion passed.

BOARD COMPOSITION

Executive Director Carolyn Brown reviewed the CSBG requirements regarding a tripartite board.

Board President Cecile suggested the committee seek additional Elected Public Officials to serve on the Board.

Judge Cecile will reach out to Assemblyman Magnarelli. Carolyn Brown will reach out to County Executive McMahon.

OLD BUSINESS: None.

NEW BUSINESS: None.

ADJOURNMENT:

The meeting was adjourned at 12:50 PM.

Peoples Equal Action and Community Effort, Inc.
217 S. Salina St. 2nd Flr.
Syracuse NY 13202
Phone: (315) 470-3300
Fax: (315) 688-0309

www.peace-caa.org

Mission Statement: Helping people in the community realize their potential for becoming self-sufficient

BY-LAWS

ARTICLE I – NAME AND OFFICES

- 1.1. Name. The name of the corporation shall be Peoples Equal Action and Community Effort, Inc. Its official acronym will be PEACE, Inc (the "Corporation"). The official name of the corporation and or the official acronym may be used interchangeably.
- 1.2. Not-for-Profit Status. The Corporation shall be a private, not-for-profit corporation.
- 1.3. Offices. The principal office of the Corporation shall be located within the State of New York as the Board of Directors of the Corporation (the "Board" or the "Board of Directors") may from time to time determine. The Corporation may also have such other offices as the Board may from time to time determine or the purposes of the Corporation may require.

ARTICLE II – PURPOSES

- 2.1. Purposes. The Corporation is established to serve community needs and attempts to eliminate some of the present and future causes and effects of poverty in the County of Onondaga. The Corporation is established to stimulate a better focusing of all available Local, State, Private, and Federal resources upon the goal of enabling low-income families, and low-income individuals of all ages, in rural and urban areas throughout Onondaga County, to attain the skills, knowledge, motivation, and to secure the opportunities needed for them to become self-sufficient. The corporation may pursue similar efforts in counties outside of Onondaga upon approval of the Board of Directors.
- 2.2. Further Purposes. The Corporation may have such further objectives and purposes as stated in the Certificate of Incorporation, as amended from time to time (the "Certificate of Incorporation").

ARTICLE III – MEMBERSHIP

- 3.1. Membership. The Corporation shall not have any members.

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ARTICLE IV – BOARD OF DIRECTORS

4.1. Composition.

- (a) The Board of Directors shall consist of between five (5) and twenty one (21) members (each, a "Director") and should be divisible by three (3).
- (b) The number of Directors may be increased or decreased (but not below five (5)) by action of the Board; provided, however, that: (i) any action by the Board to effect such increase or decrease shall require the vote of a majority of the entire Board; and (ii) no decrease shall shorten the term of any incumbent Director.

Commented [CM1]: NOTE 5 is not divisible by 3.

4.2. Tripartite composition. The Board shall be composed so as to assure that:

- (a) Not fewer than 1/3 of the members of the Board are elected public officials, holding office on the date of selection, or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the board is less than 1/3 of the membership of the Board, membership on the Board of appointive public officials or their representatives may be counted in meeting such 1/3 requirement.
- (b) Not fewer than 1/3 of the board are chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served.
- (c) The remaining Board members are representatives or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

4.3. Selection Process.

- (a) The Board of Directors shall select and appoint its members, by a majority of the votes of the current Board.
- (b) The Board of Directors shall establish, approve, and maintain a selection process, which complies with statutory requirements, through the recommendation of its Board Development Committee.
- (c) The Board Development Committee will interview candidates and review their credentials. The Board Development committee will provide copies of the Conflict of Interest Policy and Conflict Statement (both, as hereinafter defined) to any potential candidates for review. The Board Development Committee will then recommend qualified candidates to the full Board.
- (d) The Board of Directors will vote on candidates at the regularly scheduled Board Meetings.
- (e) The Board term will begin on the first of the month immediately following the affirmative vote of the Board of Directors.

- (f) Newly seated Directors will receive ongoing orientation and will be required to attend at least one meeting of each of the following Standing Committees: Personnel/EEO, Finance/Audit, Planning and Board Development. Once the newly seated Director has attended at least one meeting of each of the standing committees, the Director will be assigned as a member of a standing committee by the Chair of the Board (as hereinafter defined).
- (g) The Head Start Policy Council Board representative term shall be one year January 1 through December 31. The December Development Committee meeting will always include the Policy Council Candidate interview (if Policy Council has not identified a candidate prior to December. Otherwise the candidate interview with the Development Committee will be scheduled at the next regular scheduled Development Committee Meeting). The Head Start/Early Head Start Director will ensure that the Development Committee receives the Head Start Policy Council ~~November~~ minutes and the candidate's resume for the committee's review by the full Board of Directors at their December meeting or as soon as the candidate has been selected. The nominated candidate will then be presented to the full Board for a vote at the December next Board meeting.

4.4. Removal of Directors.

- (a) A Director of this Board may be removed for cause, provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken.
- (b) When a Director has missed at least four (4) scheduled meetings in one Board of Directors Calendar Year (September to June) without valid excuse, such conduct will constitute cause.
- (c) The Secretary will notify any Director who has been absent for more than two (2) meetings without a valid excuse. The administrative assistant will notify a director in writing of this provision of the By-laws, and a copy will be forwarded to the Secretary and President of the Board.

4.5. Resignation. Any Director may resign his or her office at any time by giving written notice to the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon delivery thereof to such officer of the Corporation and the acceptance of the resignation shall not be necessary to make it effective.

4.6. Petition Process. The Board of Directors shall establish, approve, and maintain procedures under which a low-income individual, community organization or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the board (or other mechanism) of the corporation, to petition for adequate representation.

4.7. Term of Office.

- (a) The term of office for a Director shall be three (3) years. Upon the expiration of the term, the Director shall be eligible for additional terms.
- (b) Directors seated on the board for three (3), three (3) year terms or a total of nine (9) years, will be eligible for the position of Director Emeritus (as hereinafter defined).
- (c) Those Directors renewing their terms must re-establish their eligibility through the selection process in Section 4.3.
- (d) Every reasonable effort will be made to ensure the terms of all Directors will be staggered to assure that not more than one-third (1/3) of seats expire within any sector of representation, within any given year.

4.8. Director Emeritus.

- (a) Directors will be eligible for Director Emeritus status after serving nine (9) years on the Board.
- (b) The Board will vote on appointments to Director Emeritus status.
- (c) The Director Emeritus will be recognized at the annual dinner.
- (d) Director Emeritus members will not have voting privileges but will be able to participate in the following activities:
 - (i) ~~Attending~~ Board meetings
 - (ii) ~~Attending~~ Committee meetings
 - (iii) ~~Guest at~~ annual dinner
 - (iv) ~~Guest at~~ Annual Meeting
 - (v) ~~Guest at~~ Board holiday celebration
 - (vi) ~~Invited to special events~~
- (vii) (e) Their names of Directors Emeriti and years of service will be permanently displayed at PEACE, Inc.

4.9. Vacancies.

- (a) A vacancy occurs when one of the following happens:
 - (i) A Director is removed by the board for cause.
 - (ii) A Director gives written notice of his/her resignation.
 - (iii) The elected public official removes their representative.
 - (iv) An elected official leaves office; their designee is automatically removed.
 - (v) A Director becomes employed by the corporation.

- (vi) New directorships are created as a result of an increase in the number of Directors elected or appointed at large.
- (b) Any vacancy resulting from the reasons listed in Section 4.9(a) herein, or from any other reason, may be filled by the vote of a majority of the Directors then in office, regardless of their number. A Director elected or appointed to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until his or her successor is elected or appointed and qualified.

4.10. Audit Oversight.

- (a) During any such period the Corporation is required to file an independent certified public accountant's audit report with the Attorney General pursuant to subdivision 1 of Section 172-b of the Executive Law, the Board of Directors, or a designated audit committee of the Board comprised solely of Independent Directors (as hereinafter defined) ("~~Audit Committee~~"), shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements and shall perform such other duties as are required under applicable law (including, without limitation, Section 712-a of the New York Not-for-Profit Corporation Law, as amended (the "~~N-PCL~~")). The Audit Committee, if one is designated, shall consist of three (3) or more Independent Directors. The Board or Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.
- (b) In addition to the foregoing, if the Corporation had annual revenue in excess of \$1,000,000 in the prior fiscal year or reasonably expects to have annual revenue in excess of \$1,000,000 in the current fiscal year, the Board or the Audit Committee shall:
 - (i) review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
 - (ii) upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation's accounting and financial reporting processes;
 - (iii) annually consider the performance and independence of the independent auditor; and
 - (iv) if the foregoing duties are performed by the Audit Committee, report on the Audit Committee's activities to the Board.

- 4.11. Powers of the Board. The Board shall have the power to:
- Hire, retain and evaluate the Executive Director. The Board shall also have the power to discharge the Executive Director.
 - Set policy and goals for the Corporation.
 - Authorize and amend annual budget.
 - Authorize, amend or terminate programs.
- 4.12. Compensation. Pursuant to Board Policy, Directors can be reimbursed for reasonable expenses incurred in the performance of his/her Board duties.
- 4.13. Indemnification and Insurance. The Corporation shall maintain Directors and Officers Liability Insurance that will indemnify the Directors for any cause of action arising from decisions or actions taken within the scope of their duties.

ARTICLE V- BOARD MEETINGS

- 5.1. Annual Meetings.
- There shall be an annual meeting of the Board of Directors held during the month of June ("Annual Meeting").
 - At the Annual meeting, the agenda shall be as follows:
 - Roll Call
 - Report of the President
 - Seating of new Officers
 - Committee Reports
 - Audit Report
 - Old Business
 - New Business
 - Adjournment
- 5.2. Regular Meetings.
- Regularly scheduled meetings of the Board of Directors will be held at least nine months out of the Board of Director's Calendar Year ("Regular Meetings").
 - Regular meetings shall [generally] be held on the fourth Monday of each month, unless there is a holiday, in which case the meeting will be held the third Monday of that month, or be cancelled and not held for that month.
 - The Order of Business at Regular Meetings of the board shall be:
 - Verbal Roll Call/Quorum Check
 - Call to order
 - Moment of silence
 - Approval of minutes

- President's report
- Financial report
- Committee reports
- Executive Director's report
- Center reports
- Old business
- New business
- Adjournment

The agenda may be changed or amended by a majority of the quorum present.

- 5.3. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the signed request of six (6) Directors in writing duly filed with the Secretary. The written notice of such meetings shall specify the purpose for which the meeting is called, and no other business shall be conducted.
- 5.4. Notice. Notice of a Board meeting shall be mailed not more than thirty (30) days and no less than ten (10) days in advance of the Annual Meeting, and not more than thirty (30) days and no less than ten (6) days in advance of a Regular Meeting or Special Meeting. *[Directors may elect to receive notice of meetings by electronic mail in lieu of postal delivery. Any Director opting to receive notices by electronic mail will give written authorization with their preferred email address at the June Annual Meeting in writing. Directors may change their preferred method of notice at any time by notifying the Executive Director or the President of the Board in writing.]*
- ~~5.5. Waiver of Notice. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.~~
- 5.6. Place of Meetings. Generally all meetings shall be held at the main office of the Corporation at times reasonably convenient for the Directors to attend. Directors may attend and participate in Board and Committee meetings by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including,

without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

- 5.7. Public Access. All Board meetings shall be open to the public.
- 5.8. Executive Sessions. Executive Sessions shall be convened by the President, with a majority vote of Directors present, and conducted according to law.
- 5.9. Minutes. Written minutes shall be kept, or caused to be kept, by the Secretary for each meeting, including a record of all votes on all motions. The written minutes of the previous Board meeting shall be distributed to all Directors prior to the next meeting.

ARTICLE VI – RESTRICTIONS

6.1. Restrictions.

- (a) No part of the grants to or the income of the Corporation shall benefit any Director or Officer of the Corporation, except where such director or officer qualifies under the guidelines of the program and regulations of the funding source and subject to compliance with Article XI ("Related Party Transactions") and Article XII ("Conflict of Interest") hereof. Reasonable compensation however may be made for services rendered to or for the Corporation as allowed by applicable law, and subject to the provisions of these bylaws, including Article XI ("Related Party Transactions") and Article XII ("Conflict of Interest") hereof. Notwithstanding the foregoing, no benefit or compensation may be given to any officer or director if such benefit or compensation endangers, violates, or voids the not-for-profit and/or tax-exempt status of the Corporation.
- (b) A Director cannot be an employee of the Corporation.
- (c) A Director shall act in a manner that is consistent with the Conflict of Interest Policy (as hereinafter defined).

ARTICLE VII – OFFICERS

7.1. Offices.

- (a) The Board of Directors may elect or appoint a Chair of the Board of Directors ("Chair" or "Chair of the Board") or President, or both, a First Vice President, Second Vice President, Secretary and Treasurer, and such other officers as it may determine. No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities ~~unless the Board approves such employee serving as Chair of the Board by a two thirds (2/3) vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.~~

Commented [CM2]: Note: Unnecessary. An employee cannot be a Board Member.

- (b) Officers should reflect the three-part composition of the board.
- (c) A person elected to finish out a vacated term shall be eligible to run for a full term.

7.2. Election Of Officers and Term of Office.

- (a) Officer nomination will be in May.
- (b) Officer elections will be in June.
- (c) New Officers will be ~~seated~~ announced at the Annual Meeting in June.
- (d) The term of office will begin September 1st.
- (e) The Board Development Committee functions as the nomination committee for the election of Officers.
- (f) Except when an Officer dies, is removed, resigns, becomes disabled, or when a new position is created, newly elected officers shall succeed the incumbent officers whose terms of office expire that year and hold office for a period of ~~one (1)~~ three (3) years and until their successors shall have been duly elected and qualified. There shall be no limit on the number of consecutive terms such officers may serve.

7.3. Duties Of The Officers.

- (a) The duties of the ~~Chair~~ President of the Board of Directors shall be:
If there be a Chair President of the Board of Directors he/she shall preside at all meetings of the Board; he/she shall oversee the affairs of the Board of Directors; he/she shall have authority to call regular and special meetings of the Board; and he/she shall see that all orders and resolutions of the Board are carried into effect.
- ~~(b) The duties of the President shall be:
The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The President shall preside at all meetings of the Board.~~
- (c) The duties of the first and second Vice President shall be:
 - (i) In the absence of; or the disability of the President to perform and exercise the powers of the President, the 1st Vice President shall perform all duties in place of the President, and in the absence of or the disability of the 1st Vice President, the 2nd Vice President shall perform all duties in place of the 1st Vice President, and;
 - (ii) Perform such duties as prescribed by the Board of Directors.
- (d) The duties of the Secretary shall be:

- (i) To record, or cause to be recorded, all votes, read official correspondence as directed by the President, and record, or cause to be recorded, minutes of all proceedings in a book to be kept for that purpose.
 - (ii) Perform such other duties as may be prescribed by the Chair of the Board of Directors under whose supervision the Secretary shall act.
 - (iii) affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and perform such other duties as usually pertain to the office or are properly required by the Board.
 - (iv) In the absence of; or the disability of the 2nd Vice President to perform and exercise the powers of the President, the Secretary shall perform all duties in place of the 2nd Vice President.
- (e) The duties of the Treasurer shall be:
- (i) To chair the Finance Committee.
 - (ii) To ensure the care and custody of Corporate funds and other valuable properties.
 - (iii) To ensure that all persons who are authorized to sign any appropriate Corporate documents must be bonded in an aggregate amount of not less than twenty-five thousand dollars (\$25,000.00).
 - (iv) To render to the President or the Board of Directors or both, whenever required by either of them, an account of all transactions as Treasurer or of the financial constitution of the Corporation.
 - (v) perform such other duties as usually pertain to the office or are properly required by the Board.
 - (vi) In the absence of; or the disability of the Secretary to perform and exercise the powers of the President, the Treasurer shall perform all duties in place of the Secretary.
- 7.4. Removal of Officers. Any officer may be removed by the Board of Directors, with or without cause at any time.
- 7.5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall be effective upon delivery to such officer or on such other date specified in the notice, and acceptance of the resignation shall not be necessary to make it effective.
- 7.6. Vacancies. A vacancy in an office prior to the scheduled expiration of its term may be filled at any regular or special meeting of the Board of Directors. An individual elected to fill a vacancy occurring in any such

office for any reason shall serve the remainder of the term and until his or her successor shall have been duly elected and qualified.

ARTICLE VIII- COMMITTEES

8.1. Executive Committee.

(a) There shall be an Executive Committee composed of three (3) or more Directors, including all current committee chairpersons of Standing Committees (as hereinafter defined). The Executive Committee may conduct agency business between regular meetings of the full board. To the extent reasonably practicable, the Executive Committee shall fairly reflect the three-part composition of the Board of Directors. If the Composition of the Executive Committee does not reflect this representation, then additional members shall be appointed. Executive Committee members, other than those holding their seats ex officio, as provided in this Section 8.1, shall be appointed by a majority vote of the entire Board, at a meeting in which a quorum is present.

8.2. Standing Committees. The President of the Board of Directors may designate from among its members standing board committees, each consisting of three (3) or more Directors (each, a "Standing Committee"). The President of the Board shall, by a majority vote thereof at a meeting in which a quorum is present, appoint the members of such Board Committees. There shall be the following Standing Committees:

- (i) Personnel/EEO
- (ii) Finance/Audit Committee
- (iii) Planning
- (iv) Board Development
- (v) Such additional committees as the Board may designate.

(b) Ad hoc committees (together with the Executive Committee and Standing Committees, "Board Committees") may be appointed by the President of the Board to perform a specific and limited function. When the specified function is accomplished, the Board shall disband such committees.

8.3. Corporation Committees. The Board of Directors may create one or more committees of the Corporation ("Corporation Committees" and together with Board Committees, "Committees"). Corporation Committees shall be elected or appointed by the Board. Each Corporation Committee shall have the powers and authority specifically delegated to them by the Board by resolution or otherwise. Notwithstanding the foregoing, no Corporation Committee shall have any authority to bind the Board.

8.4. General Provisions.

- (a) To the extent reasonably practicable, Board Committees shall fairly reflect the tripartite composition of the Board.
- (b) The President shall appoint the chairperson of all Board Committees.
- (c) Each Director shall serve on at least one (1) Board Committee.
- (d) All Committees will take and maintain minutes of all meetings and will submit them to the Board of Directors by the next regular meeting of the Board.
- (e) Each Board Committee, to the extent provided in the resolution of the Board of Directors or in the Certificate of Incorporation, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (i) the submission to the Board of any action requiring Board approval under the N-PCL; (ii) the filling of vacancies in the Board or in any committee; (iii) the fixing of compensation of the Directors for serving on the Board or on any committee; (iv) the amendment or repeal of these By-Laws or the adoption of new by-laws; (v) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (vi) the election or removal of officers and Directors; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution recommending to the Board action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; and (ix) the approval of amendments to the Certificate of Incorporation. Each Board Committee shall serve at the pleasure of the Board.
- (f) Committee members may be removed by the Board of Directors with or without cause at any time, and vacancies may be filled by the Board, at any regular or special meeting of the Board. Committee members appointed to fill vacancies shall serve until the next annual meeting of the Board and until their successors are appointed and qualified.
- ~~(g) Subject to the provisions of these By Laws and to any action of the Board, each Committee shall establish its own rules and procedures.~~
- ~~(h) If duly recorded in the minutes of the meeting, each Committee member in attendance may waive notice of such meeting.~~
- (i) A majority ~~forty~~ **percent or 2/5** of the members of a Committee shall constitute a quorum for the transaction of business or of any specified item of business, unless a greater quorum requirement is required by the Certificate of Incorporation. Except as otherwise provided in the Certificate of Incorporation, the vote of a majority of the Committee members present at the time of the vote, if a quorum is present at such time, shall be the act of the Committee.
- (j) [Any action required or permitted to be taken by any Committee may be taken without a meeting if all of the members of such Committee

Commented [CM3]: Note: I propose we change the quorum to 40% of the members of the committees so 2 people on a committee of 5 makes quorum.

consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Committee member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the committee member. The resolution and the written consents thereto by the members of the Committee shall be filed with the minutes of the proceedings of such Committee.]

- (k) [Any one or more members of a Committee who are not physically present at a meeting of such Committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Committee member can participate in all matters before such Committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Committee].

ARTICLE IX- QUORUM AND VOTING

- 9.1. Quorum at Board Meetings. A majority of the entire Board of Directors must be present to constitute a quorum of the Board of Directors, unless a greater quorum requirement is required by law or the Certificate of Incorporation.
- 9.2. Quorum at Committee Meetings. A majority forty percent or 2/5 of the entire Committee must be present to constitute a quorum of all Committees, including the Executive Committee.
- 9.3. Votes. Each member of the Board of Directors shall have one (1) vote.
- 9.4. Action. Except as otherwise required by law or provided in the Certificate of Incorporation or these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or Related Party Transaction (as hereinafter defined) shall be determined to be present at the time of the vote for purposes of this Section 9.4.
- 9.5. No Proxies. There shall be no proxy voting.

ARTICLE X- PARLIAMENTARY AUTHORITY

- 10.1. Robert's Rules. Robert's Rules of Order will determine parliamentary authority as revised from time to time, except to the extent such rules of order are inconsistent with the By-laws of this Corporation herein, in which case these bylaws shall govern.

ARTICLE XI – RELATED PARTY TRANSACTIONS

- 11.1. Related Party Transactions Qualified. The Corporation shall not enter into any Related Party Transaction (as hereinafter defined) unless the transaction is determined by the Board of Directors, or an authorized Board Committee, to be fair, reasonable and in the Corporation's best interest at the time of such determination. Any Director, officer or Key Person who has an interest in a Related Party Transaction shall disclose in good faith to the Board, or an authorized Board Committee, the material facts concerning such interest. Any transaction in violation of this Article shall be voidable by the Board.
- 11.2. Related Party Transaction Deliberations. With respect to any Related Party Transaction involving the Corporation and in which a Related Party (as hereinafter defined) has a substantial financial interest, the Board of Directors, or an authorized Board Committee, shall:
- (a) Prior to entering into the transaction, consider alternative transactions to the extent available;
 - (b) Approve the transaction by not less than a majority vote of the Directors or committee members present at the meeting; and
 - (c) Contemporaneously document in writing the basis for the Board's or authorized committee's approval, including its consideration of any alternative transactions.
- 11.3. Fixing of Salaries. ~~The Board of Directors shall have authority to fix the compensation (if any) of Directors for services in any capacity. The fixing of salaries (if any) of officers shall require the affirmative vote of a majority of the entire Board.~~
- 11.4. Related Party Participation Prohibited. No Related Party may participate in deliberations or voting relating to matters set forth in this Article XVII; provided that nothing in this Article XVII shall prohibit the Board of Directors or authorized committee from requesting that a Related Party present information as background or answer questions concerning a Related Party Transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto.

ARTICLE XII – CONFLICT OF INTEREST

- 12.1. Conflict of Interest Policy. The Board of Directors shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy ("Conflict of Interest Policy") to ensure that its Directors, officers and Key Persons act in the Corporation's best interest and comply with applicable legal requirements, including, without limitation, the requirements set forth in Article XII of these By-Laws.
- 12.2. Policy Contents. The Conflict of Interest Policy shall include, at a minimum, the following provisions:
- (a) A definition of the circumstances that constitute a conflict of interest;
 - (b) Procedures for disclosing a conflict of interest or possible conflict of interest to the Board of Directors or to an authorized Board Committee, and procedures for the Board or authorized Board Committee to determine whether a conflict exists;
 - (c) A requirement that the person with the conflict of interest not be present at or participate in a Board or authorized Board Committee deliberation or vote on the matter giving rise to such conflict; provided that nothing in this Section 12.2(c) shall prohibit the Board or authorized Board Committee from requesting that the person with the conflict of interest present information as background or answer questions at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto;
 - (d) A prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;
 - (e) A requirement that the existence and resolution of the conflict be documented in the Corporation's records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and
 - (f) Procedures for disclosing, addressing and documenting Related Party Transactions in accordance with applicable law.
- 12.3. Conflict Disclosure. The Conflict of Interest Policy shall require that prior to the initial election of any Director, and annually bi-annually thereafter, such Director shall complete, sign and submit to the Secretary of the Corporation or a designated compliance officer a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner) or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a conflicting interest ("Conflict Statement"). The Conflict of Interest Policy shall require that each Director annually resubmit such Conflict Statement. The Secretary of the Corporation or the designated compliance officer shall provide a copy of all completed statements to the chair of the Audit Committee or, if there

is no Audit Committee, to the Chair of the Board of Directors, and said statements will be attached to each Director's file.

ARTICLE XIII – WHISTLEBLOWER POLICY

- 13.1. Whistleblower Policy. At any time the Corporation has twenty (20) or more employees and, in the prior fiscal year, had annual revenue in excess of One Million Dollars (\$1,000,000.00), the Board of Directors shall adopt, and oversee the implementation of, and compliance with, a whistleblower policy ("Whistleblower Policy") to protect from retaliation persons who report suspected improper conduct. No Director, officer, employee or volunteer of the Corporation who in good faith reports any action or suspected action taken by or within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence.
- 13.2. Policy Contents. The Whistleblower Policy shall include, at a minimum, the following provisions: (a) procedures for the reporting of violations or suspected violations of laws or corporate policies, including procedures for preserving the confidentiality of reported information; (b) a requirement that an employee, officer or Director of the Corporation be designated to administer the Whistleblower Policy and to report to the Audit Committee or other committee of Independent Directors or, if there are no such committees, to the Board of Directors, except that Directors who are employees may not participate in any Board or committee deliberations or voting relating to administration of the Whistleblower Policy; (c) a requirement that the person who is the subject of a whistleblower complaint not be present at or participate in Board or committee deliberations or vote on the matter relating to such complaint, provided that nothing in this subsection (c) shall prohibit the Board or committee from requesting that the person who is subject to the complaint present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto; and (d) a requirement that a copy of the policy be distributed to all Directors, officers, employees and to volunteers who provide substantial services to the Corporation. For purposes of subsection (d), posting the Whistleblower Policy on the Corporation's website or at the Corporation's offices in a conspicuous location accessible to employees and volunteers are among the methods the Corporation may use to satisfy the distribution requirement.

ARTICLE XIV – FISCAL YEAR

- 14.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of ~~January~~ February and end on the 31st day of ~~December~~ January in each year.

ARTICLE XV - SEAL

- 15.1. Seal. The seal of the Corporation shall be in such form as the Board of Directors shall by resolution determine.

ARTICLE XVI -DISSOLUTION

- 16.1. Dissolution. This Corporation may be dissolved in any manner consistent with applicable law.

ARTICLE XXII - GENERAL

- 17.1. Books and records. The Corporation shall keep, at the office of the Corporation:

- (a) correct and complete books and records of account;
- (b) minutes of the proceedings of the Board of Directors and executive committee (if any); and
- (c) a copy of these By-Laws.

Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

- 17.2. Loans to Directors and Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers or hold a substantial financial interest, except as allowed by law.

- 17.3. Relation to Certificate of Incorporation. These By-Laws are subject to, and governed by, the Certificate of Incorporation.

ARTICLE XVIII - BY-LAWS

- 18.1. Compliance with Laws. These By-laws are intended to comply with all applicable federal, state and local laws. If any provisions of these By-laws violate law, are inflexible or endangers the not-for-profit tax-exempt status of the Corporation, the remaining By-laws shall be deemed valid and interpreted without such provisions.
- 18.2. Amendment. These By-laws may be amended, altered or repealed in whole or in part by a two-thirds (2/3) vote of the Board of Directors at any meeting called for such purposes upon written notice, which notice shall include the complete text of such proposed amendment to be delivered

personally, or by certified mail with return receipt, or by email with return acknowledgement receipt, to each of the Director at least two-weeks in the advance of such meetings.

ARTICLE XIX – DEFINITIONS

19.1. Definitions. As used herein the following terms shall have the meanings set forth below:

"Independent Director" means a Director who: (a) is not, and has not been within the last three (3) years, an employee or a Key Person (as hereinafter defined) of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three (3) years, a Key Person of the Corporation or an affiliate of the Corporation; (b) has not received, and does not have a relative who has received, in any of the last three (3) fiscal years, more than Ten Thousand Dollars (\$10,000) in direct compensation from the Corporation or an affiliate of the Corporation; (c) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of (i) Ten Thousand Dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than Five Hundred Thousand Dollars (\$500,000), (ii) Twenty-Five Thousand Dollars (\$25,000) if the entity's consolidated gross revenue was Five Hundred Thousand Dollars (\$500,000) or more but less than Ten Million Dollars (\$10,000,000) or (iii) One Hundred Thousand Dollars (\$100,000) if the entity's consolidated gross revenue was Ten Million Dollars (\$10,000,000) or more; or (d) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three (3) years. For purposes of this definition, the term "compensation" does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by law and the term "payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

"Key Person" means any person, other than a Director or officer, whether or not an employee of the Corporation, who: (a) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of Directors and officers; (b) manages the Corporation or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (c) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

"Related Party" means: (a) any Director, officer or Key Person of the Corporation or any affiliate of the Corporation; (b) any relative of any individual described in clause (a) of this definition; or (c) any entity in which any individual described in clauses (a) and (b) of this definition has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

"Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant, except that a transaction shall not be a Related Party Transaction if: (a) the transaction or the Related Party's financial interest in the transaction is de minimis; (b) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or (c) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

