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LAWS- PROPOSED ECONOMIC OPPORTUNITY COUNCIL, INC.

ARTICLE I. NAME

The name of this organization shall be WASHINGTON COUNTY ECONOMIC OPPORTUNITY COUNCIL, INC.. It shall be a private, non-profit organization incorporated in the State of New York and organized under Public Law 88-452 of the Federal Government, known as the Economic Opportunity Act of 1964, as amended from time to time.

ARTICLE II. MISSION

The purposes of the Corporation is to operate a county-wide agency to perform charitable acts and prevent poverty; to open any opportunities for education, training and work and to provide the opportunity to live in decency and dignity; and to perform all acts necessary to facilitate, encourage and promote the provisions and the purposes of the Economic Development Opportunity Act.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Powers and Number of Directors. The general affairs of this Corporation shall be overseen and managed by a Board of Directors consisting of at least nine (9) and no more than fifteen (15) individuals. The Board assumes the full authority and powers granted by statute and these Bylaws, is accountable for complying with applicable laws and regulations, and may, at its discretion, delegate some of its responsibilities to the Executive Director.

Section 2. Board Composition. The Board will consist of three (3) sectors. Board members will be selected in accordance with procedures set forth in these bylaws.

2.1. Not fewer than one-third (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 one-third (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 one-third (1/3) requirement.

2.2. Not less than one-third (1/3) of the members of the Board are persons chosen as representatives of the Low Income Individuals and Families.

2.2.1. The Head Start Act requires Head Start parents must serve on the board. Two parents will be elected annually from the Policy Council to serve on the board. The Head Start Act also permits parents of formerly enrolled Head Start Children to serve in addition to parents of currently enrolled children.

ers will be democratically selected by low-income people
r a Community Group/Organization that is composed of
0 percent low income people.

2.3. Remaining Board members will be chosen from Major Groups and Interests in the
Community.

2.4. In accordance with the Head Start Act, the composition of the board must have
the qualified individuals that must first be representative of one of the three (3)
sectors defined in the Article and with the following expertise:

- 2.4.1. One (1) member with expertise and background in finance and
accounting.
- 2.4.2. One (1) member with expertise and background in early childhood
education
- 2.4.3. One (1) member be a licensed attorney familiar with the issues that
come before the governing board

If Board members with the above expertise and backgrounds cannot be recruited
to serve as Board members, use of consultants with this expertise and background
will be approved by the Board of Directors. Written documentation of
recruitment process must be on file.

Section 3. Board Member Selection Process

3.1. Elected Public Officials or Their Representatives

- 3.1.1. Public Officials must be in office at time of selection
- 3.1.2. Duly selected Public Officials may appoint a representative to fill their Board
responsibilities. Said appointment must be made to the Board in writing. The
designated representative is the Board Member with voting authority.
- 3.1.3. Board members who no longer hold elected office may continue as members
only if they are named to the Board by an elected official.

3.2. Representatives of Low-Income and Families

- 3.2.1. Representatives in this sector will be democratically elected by individuals, or
Community Groups/Organizations whose membership is composed of greater
than 50 percent individuals who are economically disadvantaged or socially
vulnerable.
- 3.2.2. Individuals who are elected by a Community Group/Organization that is more
than 50 percent individuals who are Economically Disadvantaged and/or
Socially Vulnerable will present copies of the minutes of that organization that
shows their elections to the Board.
- 3.2.3. Individuals who are not elected by a group must submit a petition signed by
individuals who attest to being Economically Disadvantaged and/or Socially
Vulnerable. Individual petitions must be submitted at the beginning of each
term.
- 3.2.4. Representatives in this sector must be residents of Washington County.

Groups and Interests in the Community

- 3.3.1 representative may be private citizens of Washington County, officials or members of business, industry, labor, religious, education, significant minority groups or other major private groups who have an interest in Washington County.
- 3.3.2 If there are more private groups or interests than there are seats on the Board who wish to be represented, a plan of yearly rotation may be formulated.

Section 4. Petitioning for Board Representation. 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 may submit a petition for representation on the Board. The petition must be signed by at least 15 individuals, unless the Chairman of the EOC Board of Directors determines that it is appropriate to waive this requirement in a particular case. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group. Should it decide to provide representation to the petitioning individual organization or interest, the board shall take any actions necessary to provide the representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant (CSBG), the federal Head Start Act, and any other applicable laws or regulations.

Section 5. Board Election. All selected representatives from the three sectors are invited to serve at the pleasure of the Board. Acceptance of Board Membership is subject to approval of the full board and board minutes must reflect the vote.

Section 6. Residence. All Board members will be residents of Washington County or representative of organizations with interest in Washington County unless otherwise specified in Section C of this Article.

Section 7. Terms. The term of office for all Board members shall be for five (5) years. Board members may serve no more than three (3) terms. Terms shall be staggered to accommodate an orderly transition of directors. There are no consecutive term limits.

Section 8. Attendance. To remain a Board Member in good standing, Board Members must be physically present or participate through electronic means as allowed in these Bylaws and by statute in at least 75 percent of all board meetings and assigned committee meetings unless excused prior to the start of the meetings. Excused absences will be recognized when notification is received in writing, by phone or electronically by the Secretary, Executive Director and/or designee.

Section 9. Removal for Cause. Board Members can be removed from the Board, for cause with a two-third majority vote of the entire Board, for the following reasons:

- 9.1. Failure to attend 75% of Board or Committee Meetings without accepted excuse.
- 9.2. Failure to maintain the confidentiality of the Board

illustration of violation of conflict of interest and/or these Bylaws or by statute.

professional behavior that is determined by the Board to be detrimental to the mission and values of the organization.

Section 10. Notice of Action to Remove. Prior to removal, Board Members are entitled to notice and a hearing with the Board or designated committee of the Board.

Section 11. Vacancies. When a vacancy occurs, due to resignation or removal, a successor shall be chosen in the manner as provided for that member whose position has become vacant. Members shall hold office to the expiration of his/her term or until successor is elected, appointed or qualified. The successor shall serve the remainder of his/her predecessor's term.

Section 12. Meetings and Voting

12.1. Place. All Board meetings must be at a reasonably convenient time and place, with particular regard for needs of the representatives of the poor.

12.2. Notice. Written notice shall be given to Directors that shall state the place, dates and hours of the meeting. A copy of the notice of any meeting shall be given, personally, sent via electronic mail to the Director's electronic mail address maintained by the Secretary, or by first class mail. If mailed, with postage thereon pre-paid, or sent via electronic mail or facsimile, being evidenced with by a carbon copy of the electronic mail or deposit in the electronic mail's folder maintained for said purposes, or a facsimile receipt, such notice is given when deposited in the United States mail or when sent via electronic mail or facsimile directed to the Director at the Director's address as it appears on the record of Director, or if the Director has filed with the Secretary a written request, in mail via electronic mail or via facsimile, that notices to the Director be mailed to some other address, then directed to the Director at such other address. If not successfully transmitted electronically after two (2) attempts, the Director will be notified by personal contact or mail.

12.3. Quorum and "Entire Board". A majority of the entire Board of Directors shall constitute a quorum for a meeting to be duly convened. "Entire Board" means the total number of seats occupied at a given time and does not include vacant seats.

12.4. Voting. Each Director shall have one (1) vote at a duly convened meeting. Voting by proxy of any kind is prohibited.

12.5. Electronic Attendance at Board Meetings. Directors may participate in any meeting of the Board of Directors via a teleconference telephone or similar means of electronic communication, provided that the means utilized allow all participants of the meeting to hear each other and be heard at all times. Such arrangements must be made and confirmed prior to the Board meeting.

12.6. Regular Meeting. The Board of Directors shall strive to hold regular meetings of the Board during the first week of each month, with notices of the meeting, including an

, mailed seven (7) days in advance of the meeting. There
regular meetings per fiscal year.

l meetings of the Board of Directors may be called by the
Chair of the Board or any five (5) members of the Board with written notice of the
meeting mailed not less than three (3) days in advance of the meeting.

12.8. Annual Meeting. The annual meeting of this the Board of Directors shall be held in
April of each year, on a date set by the Board of Directors.

12.9. Action without a Meeting. Actions may be taken by the Board without a meeting
if all Directors voted unanimously, without abstention, in the affirmative for the
proposition or resolution in writing and signed there by ōwaiving their rightö to a
meeting.

Section 13. Advance Materials. Copies of all materials for consideration will be provided to
Board Members for review no less than 1 week before the scheduled meeting.

ARTICLE IV. OFFICERS

Section 1. Officer Positions. The Officers of the Board are Chairman, Vice-Chairman,
Secretary and Treasurer. Officers may hold two positions at the same time except the Chairman
and Secretary's positions cannot be held by the same individual.

Section 2. Election and Term. The officers of the organization shall be elected annually for
one year terms by majority vote of the entire Board of Directors at the first meeting of the Board
following the annual meeting. There are no limits to consecutive terms.

Section 3. Duties.

3.1. Chairman. The Chair shall preside at all meetings of the Board of Directors. The
Chair shall have general supervision of the affairs of the Corporation, including being the
point supervisor of the Executive Director on the behalf of the Board, and shall keep the
Board of Directors fully informed about the activities of the Corporation. He or she shall
present an annual report of the work of the organization to the Board within six (6)
months of the close of the Fiscal Year. He or she has the power to sign and execute alone
in the name of the Corporation all contracts authorized either generally or specifically by
the Board of Directors, unless the Board of Directors or the other party of the instrument
specifically requires an additional signature. The Chair shall perform all the duties
usually incident to the office of the Chair, and shall perform such other duties as from
time to time may be assigned by the Board of Directors.

3.2. Vice-Chair. In the absence of the Chair, or in the event of his/her inability or refusal
to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have
all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair
shall perform such other duties as from time to time may be assigned to him/her by the
Chair and/or the Board of Directors.

3.3. Secretary. The Secretary shall keep the minutes of the annual meeting and all
meetings of the Board of Directors in books provided for that purpose. He or she shall be

...serving of all notices of the Corporation in accordance with law. The Secretary shall keep a register of the post office where appropriate the electronic address of each Director to the proper record filing and documentation, retention and destruction in accordance with applicable laws and Board approved policies. The Secretary shall perform all the duties customarily incident to the office of the Secretary and those that from time to time may be assigned by the Board of Directors.

3.4. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall provide an up-to-date financial report at all meetings of the Board of Directors in a format approved by the Board; shall serve as the Board's liaison with the Independent Auditor; and shall perform such duties customary to the office of Treasurer and that from time to time may be assigned by the Board of Directors.

ARTICLE V. COMMITTEES

Section 1. Committee Types, Appointments, Terms and Quorum. There shall be two types of Committees ó òCommittees of the Boardö and òCommittees of the Corporationö. These committees shall be elected by a majority vote of the entire Board of Directors upon nomination by the Chair. Either type of Committee may be standing or ad hoc/special. The charge and length of membership on a committee is at the discretion of the Board. A majority of committee members at a meeting constitutes a quorum.

Section 2. Committees of the Board. Committees of the Board are comprised solely of at least three (3) voting Directors and shall may have authority to take action and legally bind the Board of Directors as defined in and limited by applicable law, but can only do so as specifically authorized by resolution of the entire Board. Committees of the Board and cannot take binding action without such resolution. The Corporation has two standing Committees of the Board ó the Executive Committee and the Audit and Finance Committee.

2.1. Executive Committee. The Executive Committee shall be comprised of the Chair, Vice-Chair, Treasurer, Secretary and one At-Large Board Member who is elected by a majority of the entire board. Additionally, at least one member must be a representative of the Community Sector. The Committee shall meet at least four (4) times annually at a date and time set by agreement of its members and a majority shall constitute a quorum. The Executive Committee shall include the following:

- a. Maintain surveillance if the business and affairs of the Corporation between meetings of the Board.
- b. Ensure the annual evaluation of the Executive Director, and the establishment of performance expectations and a professional development plan.
- c. Make recommendations to the entire Board regarding the total compensation for the Executive Director and ensure such compensation is based on applicable criteria and is reasonable.

approved staffing patterns during the year and recommend the Board for approval.

By the Board, approve applications and contracts to ensure the proper operation of the Corporation.

2.2. Audit & Finance Committee. The Audit and Finance Committee shall be comprised of at least three (3) and no more than (5) of independent directors on the Board as defined in statute and herein. The Treasurer shall serve as a member of the Committee. Committee membership shall be at minimum one representative from each Sector. Additionally, there may be up to two (2) at-large directors from any sector. The Committee does not have standing authority to take action that binds the Board or the Corporation but may take such action in specific circumstances if so authorized by the Board and permitted by statute. The Audit & Finance Committee shall:

- a. Develop and recommend a budget for approval by the Board of Directors.
- b. Propose and monitor the implementation of financial and investment policies.
- c. Review any and all external audits.
- d. Periodically conduct the bidding process for the Certified Independent Audit and make recommendations accordingly to the Board.
- e. Review with the Independent Auditor the scope and planning of the audit prior to commencement and make itself available for communications with the auditor during the process,
- f. Annually assess the performance and independence of the Auditor.
- g. Prepare and recommend to the Board a written response addressing any and all deficiencies or improvements cited in external audits including required communications for the independent audit.
- h. Oversee the compliant implementation of the Corporation's Conflict of Interest provisions, including "Related Party Transactions", and whistleblower provisions as stated herein and/or board-approved policy.
- i. Maintain and distribute meeting minutes to the Board in a timely manner.

Section 3. Committees of the Corporation. Committees of the Corporation review, analyze and make recommendations to management or the Board as per their authorized charge but cannot under any circumstances take actions that bind the Board. These committees may include, in whole or in part, individuals who are not voting Directors such as consumers and staff. All committees must reflect the composition of the full Board, and each committee must consist of at least one Representative of Low-Income and Families. The Corporation has the following standing Committees of the Corporation:

3.1. Board Development Committee. The Board Development Committee shall have a membership that is representative of the Sectors on the Board and may include individuals not on the Board. The Committee shall:

- a. Be responsible for ensuring that the composition of the Board accurately reflects the requirements for Sector representation and terms of office
- b. Recommend to the Board performance standards for Directors including the ethical conduct and conflict of interest.
- c. Collect required signed disclosures from all board nominees prior to their election as a board member

- f. Review the overall composition and functioning of the Board
- g. Review the performance of individual Directors
- h. Review the performance of Officers and Directors
- i. Review the nomination for new Directors and assure the continued development and training of the Board
- g. Periodically review the appropriateness and functionality of the Bylaws and make recommendations for amendment to the Board.

3.2. Program Committees. There shall be standing Program Committees of the Corporation assigned to each Department in the agency that shall meet no less than four (4) times per year at a time that is agreed to by the members and it shall have the charge of reviewing program operations, services and outcomes and making recommendations to administration and management for change. Program Committees shall be composed of:

- a. Board Members ó one representative from each sector of the Board ó One of these members shall act as chair of the committee and be responsible for the submission of minutes to the Board.
- b. Staff ó Program Directors and at least one other staff member
- c. Consumers ó Up to three 3 Consumers served by the program(s) overseen by the Committee

ARTICLE VI. EXECUTIVE DIRECTOR

Section 1. Appointment. The entire Board of Directors shall appoint an Executive Director who shall be considered a "Key Employee" as defined by applicable laws.

Section 2. Power and Duties. The Executive Director shall be the responsible for the general charge, and executive oversight and direction of the administrative and program, affairs and operation of the Corporation in accordance with the job description and/or contract along with directives and policies approved by the entire Board of Directors. The Executive Director shall, operating within the Board approved budget and policies, create job descriptions, hire, supervise, discipline and terminate employees with in those policies and can retain and terminate independent contractors and other agents who are perform duties that the Executive Director is accountable to the Board for. He or she may have other such powers the Board of Directors may delegate.

ARTICLE VII. CONFLICT OF INTEREST

Section 1. Duty of Care, Loyalty & Obedience.

1.1. Fiduciary Duty. All Directors of the Board, all Officers of the Corporation and all Employees of the Corporation are hereby bound to Fiduciary duty for and on behalf of the Corporation, such that the interests of the corporation shall remain paramount to any and all of their personal interests whatsoever. All Directors of the Board, all Officers of the Corporation and all Employees shall exercise their Fiduciary Duty at all times, especially when making a decision on behalf of the Corporation.

Members of the Board of Directors shall exercise that same care and diligence as a prudent person would exercise in similar abilities, acumen & sensibilities, would exercise at all times. A Director, an Officer or Employee will be held liable for, and shall be responsible for, substantially, all of the consequences of their actions or the omissions of their actions.

1.3. Duty of Loyalty. No Officer, Director or Employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer, Director or Employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.

1.4. Duty of Obedience. No Officer, Director or Employee shall disobey a majority decision of the Board of Directors.

Section 2. Intent and Purpose. This Corporation shall at all times honor the terms of the conflict of interest provisions stated herein and by statute to assure that its Directors, Officers and Key Employees act in the Corporation's best interest and comply with applicable legal, regulatory and ethical requirements.

2.1. Definitions.

2.1.1. Conflict of Interest. A conflict of interest exists when a matter to be acted upon by the Board confers, is perceived to confer, or has the potential to confer a direct, substantial financial benefit to any Director or Officer of the Board, Key Employee, or for-profit business or nonprofit organization from which such a Director derives an income or has authority in governance.

2.1.2. Definitions of Other Terms. For the purposes of managing conflicts of interests, the Corporation shall use the statutory definitions as stated in New York State Not-for-Profit Corporation Law.

- a. Affiliate.** An "Affiliate" of the Corporation means any entity controlled by, in control of, or under common control with, the Corporation.
- b. Director.** A "Director" means any member of the governing Board of the Corporation, whether designated as Director, Trustee, Manager, Governor, or by any other title.
- c. Key Employee.** A "Key Employee" means any person who is in a position to exercise substantial influence over the affairs of the Corporation.
- d. Officer.** An "Officer" means any Director, Trustee, Manager, Governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.
- e. Relative.** A "Relative" of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.
- f. Related Party.** A "Related Party" means (i) any Director, Officer or Key Employee of the Corporation, or any Affiliate; (ii) any Relative of any Director, Officer or Key Employee of the Corporation, or any Affiliate; or (iii) any entity in which any individual described in clauses (i) and (ii)

...y-five percent (35%) or greater ownership or beneficial
...case of a partnership or professional corporation, a direct
...ship interest in excess of five percent (5%).
Transaction. A "Related Party Transaction" means any
transaction, agreement or other arrangement in which a Related Party has a
financial interest and in which the Corporation, or any Affiliate, is a
participant. The assessment of, and any determination concerning, any
Related Party Transaction, must be considered in strict compliance with the
adopted policies and procedures of the Corporation.

2.2. Disclosures.

2.2.1. General Disclosure. Prior to initial election, or upon hiring, as appropriate, and annually thereafter, each Director, Officer and Key Employee shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the such person's knowledge, any entity of which he/she 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 such person might have a conflicting interest, as well as those where a "Relative" of such person might have a conflicting interest. The Secretary shall provide a copy of all completed disclosure statements to the President and a copy of each disclosure statement shall be available to all Directors.

2.2.2. Case Specific Disclosure. If at any time during his or her term of service, a Director, Officer or Key Employee acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Related Party Transaction, or any other conflicted matter, he or she shall promptly disclose, in good-faith the material facts concerning such interest, to entire Board of Directors.

2.2.3. Audit-Related Disclosure of Conflicts. The Audit Committee is responsible for ensuring that all disclosure statements are properly considered for auditing purposes.

2.2.4. Disclosure Statement. The Code of Ethics and Potential Conflicts Disclosure Statement of the Corporation required in order to comply with the mandates of this Article is annexed hereto, and made a part hereof as Appendix A. This is a policy document and not a bylaw provision and may be amended from time to time by a majority vote of the entire Board of Directors.

2.3. Review of Conflicts.

2.3.1. Authority of Committee. The entire Board of Directors shall review any real or potential Related Party Transaction, or matter which might be considered to constitute a conflict of interest for a particular "Related Party".

2.3.2. Standard of Review. In any instance where a Related Party Transaction or other conflicted matter is being reviewed and would customarily warrant formal

of Directors, the Audit and Finance Committee shall
transaction or matter and submit to the Board a
whether or not it should be approved.

2.4. Authorization of Related Party Transactions.

2.4.1. Related Party Transactions. The Corporation shall not enter into any Related Party Transaction, or any other conflicted matter, unless such a transaction or matter is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination.

2.4.2. Authorization of Transactions Concerning Substantial Financial Interest. With respect to any Related Party Transaction, or other conflicted matter, in which a Related Party has a substantial financial interest, the Board of Directors, or an authorized Committee thereof, as appropriate shall:

- a. Prior to entering into such Transaction or matter, consider alternative transactions and/or a review of Information compiled from at least two (2) independent appraisals of other comparable transactions to the extent practical;
- b. Approve the transaction by not less than a two-thirds majority vote of the Directors, present at the meeting duly convened; and,
- c. Contemporaneously document the basis for approval by the Board, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized that identifies the details of the transaction or matter; alternate transactions considered; materials or other information reviewed; the Directors present; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

2.4.3. Restrictions. With respect to any Related Party Transaction, or any other conflicted matter, considered by the Board, or an authorized Committee, as appropriate, no Related Party shall:

- a. Be present at, or participate in, any deliberations;
- b. Attempt to influence deliberations; and/or
- c. Cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized Committee, as appropriate, from requesting that a Related Party present information concerning a Related Party Transaction, or any other conflicted matter, at a Board, or Committee, meeting prior to the commencement of deliberations or voting relating thereto.

2.4.4. Voidable Related Party Transaction. Any Related Party Transaction, or any other conflicted matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of the majority of the Board of Directors, excluding any individual with voting privileges and an interest in the subject transaction or matter.

ARTICLE VII. WHISTLEBLOWER

Corporation shall at all times honor the terms of a written report herein in an effort to assure that any Director, Officer, or Employee who provides substantial services to the Corporation shall be free of fear or intimidation, harassment, discrimination or other forms of retaliation on the part of the Corporation, or any of its Directors, Officers, Employees or Volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, these By-laws, or applicable ethical standard or policy of the Corporation.

Section 2. Investigation and Resolution. The subject Director, Officer, Employee or Volunteer (hereinafter referred to as "the reporter") shall file a confidential written report in accordance with procedures approved by the Board with the Audit, Finance and Compliance Committee. This filing is to be within thirty (30) days of witnessing the alleged misconduct or omission, whereupon said Chair of the Audit, Finance and Compliance Committee, as appropriate, shall act as follows:

- a. Fully respect and maintain the confidentiality of the reporter including not disclosing to other Directors, Officers, Employees or Volunteers of the Corporation the existence of the alleged misconduct or omission or the underlying factual circumstances of the filing of the written report, except as needed in order to properly investigate the matter,
- b. Review the policies and procedure of the Corporation, making particular note of the alleged misconduct or omission;
- c. Conduct an appropriate investigation of the matter within approximately thirty (30) days of receipt of the written report, or as soon as practicable thereafter that assesses the concerns of the subject Director, Officer, Employee or Volunteer, via written questionnaire and/or interview, as well as those of other Directors, Officers, Employees or Volunteers who may have an understanding of, or be complicit in, the alleged misconduct or omission, in order to form an informative opinion of the matter and, if necessary, potential recommendations for resolution;
- d. The Audit and Finance Committee shall act on the written report of the Chair, as appropriate, review findings and recommendation identified therein, and submit to the Board of Directors a written assessment of the matter, recommendations as to a resolution and timeline for implementation of recommended actions; and,
- e. Upon receipt of the written report, the Board of Directors, at its next scheduled regular meeting, or a Special Meeting called for that purpose, shall consider the matter and render binding determinations as to resolution, up to, and including, the suspension or removal as well as consideration of other actions of any Director, Officer, Employee or Volunteer of the Corporation found to have engaged in the subject misconduct or omission.

Section 3. Documentation. The Audit, Finance and Compliance Committee, as appropriate, and the Board of Directors shall assure that the matter is properly documented in the records of the Corporation, including minutes of any meeting of any Committee and the Board where the matter was considered and/or addressed, paying particular attention to the confidentiality of this policy.

Section 4. Retaliation Protections and Limitations.

4.1. Protections. Upon filing a written report of alleged violation(s) of statute, regulation or applicable ethical standard, any such Director, Officer or Key Employee shall be

y, from intimidation, harassment, discrimination or other
rt of the Corporation or any of its Directors, Officers,

4.2. Limitations. This Article or any provision in these By-laws does not protect any Director, Officer, Employee or Volunteer of the Corporation acting in bad faith; who is deliberately dishonest; and/or, has personally garnered profit, or some other advantage, to which he/she is not legally entitled. No Director, Officer, Employee or Volunteer should expect protection under this policy if he/she is complicit in the misconduct or omission that is the subject of his/her concern, unless his/her complicity is, itself, prompted by duress or is motivated by reasonable fear of some form of intimidation, harassment, discrimination or other form of retaliation.

Section 5. Publication. A copy of these provisions shall be distributed to all Directors, Officers, Employees and Volunteers who provide substantial services to the Corporation.

ARTICLE IX. NON-DISCRIMINATION AND HARRASSMENT

Section 1. Non-Discrimination. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.

Section 2. Definition and Procedure. Harassment of any kind will not be tolerated by the Corporation. Any individual bound by these By-laws who is subject to verbally abusive language relating to gender, race, religion, or age, or who experiences sexually oriented physical touching or suggestive language is encouraged to report it immediately to the Chair of the Board of Directors. In the event that the allegation concerns the Board Chair, the report is to go to the Vice-Chair. Any individual bound by these By-laws who is aware of such verbally or physically abusive conditions should report such activity immediately.

Section 3. Policy. The general policy will be reflected in the personnel procedures and program procedures promulgated by the corporation to cover its employees as appropriate. However, nothing in this Article will bind the employees of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification. Unless clearly prohibited by law or these By-Laws, this Corporation shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that s/he (or her/his Executor or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Corporation, or; (b) is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the

such settlement) and reasonable expenses, including reasonable attorneys' fees, incurred by an Indemnified Person with respect to any proceeding.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person's 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 s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or these By-Laws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Executor or Administrator, if then deceased) who is or was employed by the Corporation or who is or was a Volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these

action or omission occurring prior to the date of such

shall purchase Directors and Officers (D & O) liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, Employees or Volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, Officer, Employee or Volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification, in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE XI. INDEMNIFICATION OF EMPLOYEES

Section 1. Actions. The Corporation shall indemnify any and all Employees of the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, in connection with any claim asserted against the Employee by court action, or otherwise, by reason of the fact that such Employee acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

Section 2. Non-exclusivity. Section 1 of this article shall not be exclusive but shall include, by implication, any and all rights and remedies available to the Corporation and its employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to the Not-for-Profit Corporation Law.

ARTICLE XII. CONSTRUCTION

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto. In the event of a conflict between the Certificate of Incorporation and these By-Laws, the Certificate of Incorporation shall govern.

ARTICLE XIII. AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors present, provided there is a quorum, and after due notice has been sent to each member of the Board of the proposed change(s) in the By-Laws. The written notice must include a full statement of the proposed amendment.



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LE XIV. DISSOLUTION

for the disposition of assets, shall submitted to the office of the New York State Attorney General. Disposition will be made to organizations which are qualified under Section 501, Subdivision (c), paragraph 3 of the Internal Revenue Code of 1954, as amended, except as other disposition of assets as required by the regulations of specific Grant Funding.

Revised: December 28, 2011
EOC Board of Directors Approved: January 4, 2012

Revised: August, 2014
EOC Board of Directors Approved: December 3, 2014

Amended: July, 2015
EOC Board of Directors Approved: July 29, 2015