

S2AY RURAL HEALTH NETWORK

Corporate By-Laws Adopted 11/9/18

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ARTICLE I.

Name, Territory, Office & Corporate Status

Section 1. *Name.* The Corporation shall be known as: SAY2 Rural Health Network (hereinafter “The Corporation”).

Section 2. *Territory.* The Corporation shall conduct activities primarily in the Finger Lakes and Southern Tier regions in the State of New York, unless otherwise stipulated in The Corporation’s Certificate of Incorporation, as may be amended.

Section 3. *Office.* The principal office of the Corporation shall be located in the Finger Lakes and Southern Tier regions in the State of New York. This office shall direct corporate activities and be the depository for all corporate records. The Corporation may also have offices at such other places within the state as the Board of Directors may, from time-to-time, determine and/or the business or operations of The Corporation may require.

Section 4. *Corporate Status.* The Corporation is a New York Not-for-Profit Corporation, a “Charitable Corporation” as defined by the Not-for-Profit Corporation Law, and exempt from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II.

Corporate Purposes & Document Construction

Section 1. *Corporate Purposes.* The purposes of The Corporation are set forth in the Certificate of Incorporation, as may be amended, and qualify The Corporation for exemption from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. The mission is to be a leader in improving health outcomes for our rural communities.

Section 2. *Document Construction.* Any amendment to the purposes of The Corporation must be rendered in accordance with the requirements of Article XIV herein. If there is any conflict between the provisions of the Certificate of Incorporation, as may be amended, and these By-Laws, provisions of the Certificate of Incorporation, as may be amended, shall govern.

ARTICLE III.

Membership

This Corporation shall have no “member” or “members,” as said terms may be defined, or implied, by the New York Not-for-Profit Corporation Law.

ARTICLE IV.

Board of Directors

Section 1. *General Management.* The Board of Directors shall have ultimate authority in governing the operations, finances and affairs of The Corporation. The Board, with the advice of various committees, if so authorized, shall implement, monitor and modify, as may be needed, policies and procedures necessary for proper corporate management. It shall be empowered to employ necessary staff, retain necessary professional assistance, authorize agreements and expenditures and take all necessary and proper steps to advance the purposes and promote the best interests of The Corporation.

Section 2. *Number.* There shall be, at least, twelve (12), but no more than thirty (30) seats on the Board of Directors, including Officers, with the exact number to be established from time-to-time by majority vote of the Board. The Board of Directors will include, as voting directors, the Public Health Directors from each of the participating counties.

Section 3. *Ex Officio Directors.* The Board, by majority vote, may also appoint *ex officio*, non-voting Directors to serve on the Board, if deemed to be in the best interests of The Corporation. Any such *ex officio*, non-voting Directors shall be entitled to all rights and entitlements of other Directors, and obligated to honor all corresponding fiduciary duties, excepting they shall not be entitled to:

- i. attend, or receive notice of, any Meeting of the Board, or its various committees, if the purpose of said Meeting(s) relates to concerns with respect to the given *ex officio*, non-voting Director;
- ii. be counted for purposes of determining quorum for any Meeting of the Board, or its various committees;
- iii. vote on any matter being considered by the Board, or its various committees; and/or,
- iv. hold elective Office with The Corporation.

The Executive Director shall serve as an *ex-officio*, non-voting Director while employed by The Corporation.

Section 4. *Qualifications.* All Officers and Directors must be at least eighteen (18) years of age and committed to advancing the purposes of The Corporation.

Section 5. *Selection Procedure, Terms of Office, Newly Created Directorships & Vacancies*

5.1. *Selection Procedure.* At each Annual Meeting, the Board of Directors, by a plurality of the votes cast, shall elect new Directors to replace those whose terms are expiring to terms of three (3) years in duration.

5.2. *Terms of Office.* The term of office for a Director shall be three (3) years in duration, unless otherwise provided in these By-Laws. With the exception of the Public Health Directors, approximately one-third (1/3) of the Directors shall be selected every three (3) years. The terms of office for all Directors shall begin on the day of their election and shall conclude upon the election of their successors. Directors may serve no more than two (2) consecutive terms. One exception is the Directors of Public Health, who serve continuous terms on the board and another exception is physician Directors, who may serve more than two consecutive terms.

5.3. *Newly Created Directorships.* Newly created Directorships resulting from an increase in the number of Directors shall be filled by vote of a majority of the Board of Directors. Directors elected to fill newly created Directorships shall hold office in accordance with their classification and until their successors have been elected and qualified.

5.4. *Vacancies.* A vacancy in office shall arise upon the resignation, removal, incapacitation or death of a Director. A vacancy on the Board of Directors occurring in the interim between Annual Meetings may be filled by an interim successor appointed by the Board of Directors. At the next Annual Meeting following the vacancy, the Board may elect, by a vote of a majority of Directors, a permanent successor for the vacated position. Directors elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified. No period of interim service shall be considered for purposes of establishing limitations on the terms of Directors.

Section 6. *Resignation.* A Director may resign, at any time, by giving written notice to the Board of Directors, the President or the Secretary. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. *Removal.* Any Director(s) may be removed, with, or without, cause, by a two-thirds (2/3s) majority vote of the Board of Directors at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose. A decision to remove a Director may temporarily restrict or permanently prohibit the Director in question from being reelected to the Board, at the sole, and exclusive, discretion of the then-seated Board of Directors. Prior to any Meeting where a vote is to be taken to remove a Director, the Director in question, and all other Directors, shall receive specific notice of said anticipated action in a manner sufficient to comply with all other requirements of this Article. At any meeting where a vote is to be taken to remove a Director, the Director in question shall be entitled to attend and afforded a reasonable opportunity argue in his/her defense.

Section 8. *Meetings.*

8.1. *Annual Meetings.* The Board of Directors, by yearly resolution of the Board, shall convene an Annual Meeting for the purpose of electing Directors, appointing Officers and transacting such other and further business of The Corporation. Reasonable advance notice of the Annual Meeting, including time, date and location, shall be given by means of establishing a customary meeting date, publishing the date of the meeting on the website of The Corporation, regular mail, facsimile, electronic communication, telephone and/or personal delivery.

8.2. *Regular Meetings.* The Board of Directors, in accordance with a schedule to be determined by resolution to the Board, shall endeavor to annually convene six (6) Regular Meetings. Reasonable advance notice of the Regular Meetings, including time, date and location, shall be given by means of the advance scheduling of meeting dates, publishing the dates of the meetings on the website of The Corporation, regular mail, facsimile, electronic communication, telephone and/or personal delivery.

8.3. *Special Meetings.* The Board of Directors, whenever called by the President, the Secretary, or any three (3) Directors, may convene Special Meetings in order to consider specific matters that may be confronted by

The Corporation between Regular Meetings, provided the order of business is limited solely to purposes specified in the meeting notice. Notice of Special Meetings, including purpose, time, date and location, shall be given by regular mail, facsimile, electronic communication, telephone and/or personal delivery. If notice is given by telephone or personal delivery, it shall be given not less than three (3) days before the Meeting. If notice is given by regular mail, facsimile or electronic communication, it shall be given not less than five (5) days before the Meeting.

Section 9. *Waivers of Notice.* Notice of any Meeting of the Board of Directors need not be given to any Director who submits a signed waiver of notice, by regular mail, electronic mail, facsimile or personal delivery, to the Board, the President or the Secretary, either before or after the Meeting, or who attends the meeting without protesting prior to formal commencement, the lack of formal notice.

Section 10. *Quorum.* A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the Entire Board shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a Meeting, it is not broken by the subsequent withdrawal of any Directors.

Section 11. *Organization.*

11.1. *President.* At all meetings of the Board of Directors, the President, or, in his/her absence, the Vice-President, or, in his/her absence, another Director chosen by the Board shall preside.

11.2. *Secretary.* At all meetings of the Board of Directors, the Secretary, or, in his/her absence, another Director chosen by the Board shall act as secretary of the Meeting.

Section 12. *Voting.* Each Director shall have one (1) vote.

Section 13. *Parliamentary Law.* In all matters of parliamentary procedure not covered or contradicted by these By-Laws, or applicable statute, regulation or contractual obligation, Roberts Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

Section 14. *Action by the Board of Directors.*

14.1. *Action Defined.* Except as otherwise provided by statute and/or Article XIV of these By-Laws, an “act,” or “action,” of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present.

14.2. *Written Unanimous Consent.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the Entire Board submits to the Secretary of The Corporation, or his/her designee, a written consent, delivered by regular mail, facsimile and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Board.

14.3. *Electronic Communication.* Any, or all, Director(s), or committee member(s), may participate in any meetings of the Board of Directors, by means of a conference telephone, electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to

hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board.

Section 15. *Presumption of Concurrence.*

15.1. *Meeting Participation.* A Director who participates in a meeting of the Board of Directors at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Director:

- i. assures that his/her dissent is entered in the minutes of the meeting;
- ii. files a written dissent to such act or action with the Secretary of the meeting before the adjournment thereof, or;
- iii. forwards a written dissent, by regular mail, facsimile, electronic communication or personal delivery, to the Secretary, immediately after the adjournment of the meeting.

15.2. *Meeting Absence.* A Director who is absent from a meeting of the Board at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Director:

- i. forwards a written dissent, by personal delivery and/or registered mail, facsimile, or electronic communication to the Secretary; or, a personally delivers, or, sends by registered mail, his/her written dissent thereto to the Secretary; or,
- ii. assures that his/her dissent is entered in the minutes of the meetings of the Board within a reasonable time after learning of such action.

Section 16. *Attendance.* A Directors who has missed the majority of the meetings of the Board of Directors within the calendar year shall be asked to resign. In the event it is determined that a given Director will not fulfill the majority meeting requirement if he or she is not present at the next scheduled Regular Meeting of the Board, the Secretary shall submit a notice, by regular mail, facsimile and/or electronic mail, to such a Director advising him/her that if he/she does not attend said meeting, a motion to this effect will be made for his/her permanent removal.

ARTICLE V.

Officers

Section 1. *Officers, Appointment, Term.* The Board of Directors shall appoint by majority vote a President, Vice President, Secretary and Treasurer, and such other Officers as it may determine are needed from time-to-time, who shall be given such duties, powers and functions as hereinafter provided. Officers shall be appointed to hold office for one (1) year from the date of appointment. Each Officer shall hold office for the term for which he/she is appointed and until his or her successor has been appointed. Any two or more offices may be held by the same person, except the offices of Chair and Secretary, or the offices corresponding thereto.

Section 2. *Suspension, Removal, Resignation.* Officers serve at the discretion of the Board of Directors. Any Officer appointed by the Board may be suspended or removed by a majority vote of the Board. In the event of the resignation, suspension, removal, incapacitation or death of an Officer, the President of the Board shall appoint an acting successor to fill the un-expired term. This appointment shall be confirmed by a majority vote of the Board within the next two (2) Regular Meetings.

Section 3. *Duties.*

3.1. *President.* The President shall be the principal volunteer executive officer of The Corporation and shall in general monitor and supervise the business and affairs of The Corporation. He/she shall preside at all meetings of the Board of Directors and shall be a voting member of all Committees of the Board and Committees of The Corporation, unless otherwise precluded by statute, regulation and/or these By-Laws. The President is authorized to sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these By-Laws and/or applicable regulation or statute to some other Officer or agent of The Corporation. The President is the sole Officer or Director authorized to speak on behalf of The Corporation, unless the President and/or the Board of Directors have otherwise delegated such authority to another Officer, Director and/or representative or otherwise directed by these By-Laws. The President shall perform such other duties as from time-to-time may be assigned to him/her by the Board.

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

3.3. *Secretary.* The Secretary shall generally be responsible for assuring that the records of The Corporation are properly recorded, documented and stored and that all informal or formal notices that may be issued by The Corporation are tendered in a manner in compliance with all applicable statutes, regulations, contracts, ethical obligations, the Certificate of Incorporation, as may be amended, and these By-Laws. The Secretary shall assure that the minutes of the meetings of the Board of Directors, and Committees of the Board or Corporation, if any, are properly recorded, documented and stored; keep a register of the post office address, telephone number and, where appropriate electronic address of each Officer, Directors and members of committees who do not serve on the Board, if any; notify Directors of election and members of committees of appointment; and, generally serve as custodian of the records of The Corporation. He/she may delegate recording, documentation and storage and other duties, as deemed appropriate, to other Officers, excepting the President, Directors, or employees of The Corporation. The Secretary shall perform such other duties as from time-to-time may be assigned to him/her by the President and/or the Board.

3.4 *Treasurer.* The Treasurer shall be responsible for the supervision and accounting of all funds received or expended by the by The Corporation and shall keep the Board of Directors informed on all pertinent financial matters. If an Independent Director, he/she shall ordinarily, but need not necessarily, serve on the Audit & Finance Committee, or its functional equivalent, if applicable, and, but not as Chair of any such Committee of the Board. The Treasurer shall provide a financial report at all Regular Meetings of the Board in a format prescribed by the Board. The Treasurer shall perform other duties as from time-to-time may be assigned to him/her by the President and/or the Board.

ARTICLE VI.

Committees

Section 1. *Committee Types & General Authority & Responsibilities.* The Board of Directors may permissibly charge committees to perform various functions on behalf of The Corporation in either of the two (2) available types: Committees of the Board and Committees of the Corporation. Each Committee of the Board and Committee of the Corporation, and every member thereof, shall serve at the pleasure of the Board. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the Entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities and determinations.

Section 2. *Committees of the Board.* Committees of the Board of Directors shall be comprised solely of, at least, three (3) voting Directors appointed by the Board and shall have either standing authority and/or may be designated specific authority from time-to-time by the Board to take action that would legally bind the Board and/or The Corporation. Provided that appointments to an Executive Committee, or similar committee however denominated, shall be made by approval of a majority of the Entire Board.

In accordance with statutory limitations, no Committee of the Board shall have such the authority in the following matters:

- i. submission to Members, if any, of any act, or action, requiring Members approval by statute and/or these By-Laws;
- ii. filling of vacancies on the Board, or in any of its various committees;
- iii. fixing of compensation for Directors, or members of its various committees;
- iv. authorization of any form of Fundamental Corporate Change, as set forth in these By-Laws, including, but not limited amendment, or repeal, of these By-Laws or the adoption of new By-Laws;
- v. amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal;
- 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 Members an action on the sale, lease, exchange or other disposition of all or substantially all the assets of The Corporation or, if there are no Members entitled to vote, the authorization of such transaction; or
- ix. the approval of amendments to the Certificate of Incorporation.

Additional limitations on the authority of Committees of the Board may exist as stated in these By-Laws or by majority vote of the Board of Directors.

The Board shall appoint, at least, three (3), Directors and/or to serve on the following standing Committees of the Board: Executive, and Audit & Finance. The Board may designate additional standing Committees of the Board, with such authority as the applicable resolution shall provide.

2.1. Executive Committee. The Executive Committee shall be comprised of the elected Officers of The Corporation, President, Vice-President, Secretary and Treasurer; and, any additional members of the Board of Directors that may be appointed to serve on the Committee from time-to-time. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall distribute minutes of its meetings to the Entire Board of Directors prior to the next meeting of the Board and, when appropriate, may otherwise

inform the Board of Directors in a timely manner of binding decisions made on its behalf. The Executive Committee shall maintain surveillance of the operations and affairs of The Corporation and shall be empowered to transact only such business as may be necessary between Regular Meetings of the Board of Directors. Meetings of the Committee may be called by the Chair or by any three (3)-members of the Committee.

2.2. *Audit & Finance Committee.* The Audit & Finance Committee shall be comprised of, at least, three (3) Directors, found by resolution of the Board of Directors to be “Independent Directors” (as defined by Appendix “A”); however, under no circumstances shall The Corporation’s “Independent Auditor” (as defined by Appendix “A”) or a partner, employee of business associate or “Relative” (as defined by Appendix “A”) of the Independent Auditor’s firm, serve on the Committee. Provided the Treasurer is found to be an “Independent Director,” he/she shall serve on the Committee, but shall be precluded from serving as Chair. The Audit & Finance Committee shall be responsible for overseeing all audits and the overall fiscal affairs of The Corporation. The Committee shall also develop a budget for approval by the Board of Directors; propose policies governing the finances of The Corporation for adoption by the Board; and, endeavor to assure that all The Corporation’s institutional funds are deposited, invested and withdrawn in a manner consistent with all applicable statutes, regulations and contractual obligations, if any. The Committee shall assure that proper federal and state compliance and tax filings are submitted, and that any taxes due have been paid or, otherwise, addressed. It shall periodically review The Corporation’s internal and financial controls, and the adequacy of The Corporation’s insurance coverage. With regard to responsibilities relative to conflicts of interest, whistleblower protection and auditing oversight, as appropriate, the Committee shall be responsible for strict adherence to, and enforcement of, The Corporation’s Board of Directors Conflicts of Interest Policy, Whistleblower Protection Policy and Audit Oversight Policy, which are annexed to these By-Laws as Appendices “B” “D” and “E,” respectively. It shall also assure that proper policies and procedures are in place to ensure that all newly-received and annually-submitted Conflict of Interest Disclosure Statements, an unexecuted copy of which is annexed to these By-Laws as Appendix “C,” and any case-specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Chair of the Committee and shall subsequently see to it that they are properly considered for auditing purposes.

Section 3. *Committees of the Corporation.* Committees of the Corporation shall be comprised of, at least, three (3) individuals appointed by the Board and shall either have standing authority or may be designated specific authority from time-to-time by the Board. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or The Corporation.

The Board shall appoint, at least, three (3) voting Directors and/or non-Directors, to serve on the following standing Committees of the Corporation: Board Development, and “Public Health Director Committee” The Board may designate other standing, or *ad hoc*, Committees of the Corporation, with such authority as the applicable resolution shall provide.

3.1. *Board Development.* The Board Development shall consist of, at least, three (3) Directors, as well as an unlimited number of other Directors and/or non-Directors. The Committee shall be responsible for recruiting and nominating Officers and Directors; coordinating orientation for new Directors and assuring the continued development and training of the Board; endeavoring to assure that the composition of the Board of Directors is properly diversified by any class or qualification deemed imperative by the Board; monitoring Director participation and attendance; and, overseeing Director compliance with all express and implied policies and procedures.

3.2 Public Health Director Committee. The Public Health Director Committee shall consist of the Public Health Director members of the Board of Directors, as well as an unlimited number of other Directors or Non-Directors as may be selected by the Public Health Directors. The Committee shall be responsible for guiding collaborative efforts to address shared public health priorities and interests, approving shared goals and outcomes for regional work groups, and identifying grant funding opportunities to support shared work. The Committee has authority to approve the organization’s applications for grants that align with the organization’s mission.

Section 4. *Qualifications.* The Board of Directors may establish or waive qualifications for committee membership at its discretion, provided any such modifications are, otherwise, consistent with the terms of these By-Laws and/or applicable statute, regulation and/or contractual obligation, as appropriate.

Section 5. *Meetings.* Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the President or the Chair of the applicable Committee or by majority vote of the members of the committee.

Section 6. *Quorum and Manner of Acting.* Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of all committees shall be subject at all times to the direction of the Board. All committees shall maintain appropriate minutes of their meetings in an effort to document proper and appropriate oversight.

ARTICLE VII.

Executive Director Duties & Review of Compensation

Section 1. *Duties.* The Board of Directors shall employ an Executive Director who shall serve as the chief administrative officer of The Corporation. The Executive Director shall serve in an *ex officio*, non-voting capacity on the Board of Directors and all Committees of the Board and Committees of The Corporation, unless otherwise precluded by statute, regulation and/or these By-Laws. Although serving in *ex-officio* capacity on the Board, and its various Committees, unless otherwise proscribed, the Executive Director shall serve at the pleasure of the Board and, in so doing, he/she shall have no rights or entitlements to attend meetings of the Board, and/or its various Committees, and/or to receive otherwise stipulated notice applicable to meetings of the Board and/or such Committees. He/she shall be responsible for effectuating the purposes of The Corporation and assuring proper and compliant implementation of Board policies and directives. The Executive Director is responsible for general charge of the day-to-day affairs of The Corporation, including the hire, supervision, evaluation and termination of employees. He/she also shall establish up-to-date job descriptions for each job in accordance with the Board approved budget and/or regulatory/contractual requirements. The Executive Director shall perform all other such duties as are incidental to the position and/or established in a Board approved job description or by employment contract.

Section 2. *Review of Compensation.* At least, annually, the Board of Directors, and/or the Executive Committee, shall engage in a compensation analysis of the Executive Director, and, if deemed necessary at the discretion the Board, of any other “Key Person(s),” to run concurrently with the annual performance

evaluation of such employee(s). In order to determine the reasonableness of compensation as it applies to The Corporation, this compensation analysis shall confirm that:

- i. the compensation to be authorized and awarded is reasonable for the services to be provided to The Corporation;
- ii. there is no relationship between any of The Corporation's Directors or Officers and the Executive Director, or any other Key Person(s) (if applicable), other than one of employment;
- iii. the Executive Director, or any other Key Person(s) (if applicable), as appropriate, has met, or exceeded, performance expectations; brought value to The Corporation; and/or provided significant contributions to its growth and development;
- iv. no Director or Officer is a Relative of, or employed by the Executive Director, or any other Key Person(s) (if applicable), as appropriate, or any entity in which the Executive Director/Key Person(s) (if applicable) has/have, at least, a thirty-five percent (35%) controlling interest; and,
- v. no Director or Officer has a material financial interest affected by the outcome of the compensation review.

ARTICLE VIII.

Elected Officer & Director Compensation, Reimbursement & Loans

Section 1. *Compensation.* No elected Director, Officer or member of a committee shall receive compensation for his/her services as a Director, Officer and/or member of a committee, but if properly authorized, may permissibly receive other compensation for services that may be rendered to The Corporation, provided any such compensation is awarded pursuant to all applicable policies and procedures required by statute, regulation and/or these By-Laws. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes, such as the position of Executive Director.

Section 2. *Reimbursement.* Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties on behalf of The Corporation.

Section 3. *Loans.* No loans shall be made by The Corporation to its Directors, Officers, members of committees or to any other corporation, firm, association or other entity in which one or more of its Directors, Officers or committee members are directors or officers or hold a substantial financial interest, except as may be permitted by statute.

ARTICLE IX.

Fiscal Year & Independent Financial Audit

Section 1. *Fiscal Year.* The fiscal year of The Corporation shall commence on the 1st day of January and conclude on the 31st day of December.

Section 2. *Independent Financial Audit.* If required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of The Corporation shall be subject to an annual audit report or review to prepared by an Independent Auditor (as defined by Appendix “A”),) to be overseen by either the Board of Directors, or an authorized Committee of the Board, in a manner compliant with all applicable statutory, regulatory and contractual obligations.

ARTICLE X.

Fiduciary Duties

Section 1. *Duty of Care.* All Directors shall exercise the same standard of care that a reasonable person, with similar abilities, acumen and sensibilities, would exercise under similar circumstances at all times. Each Director shall endeavor to understand all, or substantially, all of the consequences of his/her actions and/or the omissions.

Section 2. *Duty of Loyalty.* No Director shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with The Corporation. No Director shall be permitted to take any action, or establish any interest, that compromises his/her ability to represent The Corporation’s best interest. All Directors are expected to represent the interests of this Corporation at all times while serving on the Board.

Section 3. *Duty of Obedience.* No Director shall be permitted to disobey or publically contradict an authorized decision of the Board.

ARTICLE XI

Statutory Compliance

Section 1. *Definitions.* Should any term, phrase or understanding relative to any topic addressed in these By-Laws and/or the policies of The Corporation be specifically defined in a document entitled, “By-Law and Corporate Policy Definitions,” a copy of which is annexed hereto, and made a part hereof of these By-Laws as *Appendix “A,”* the stipulated definition of such term in said document shall govern for purposes of interpreting the By-Laws and/or corporate policies.

Section 2. *Conflicts of Interest & Related Party Transaction Protocols.* The Board shall adopt, and at all times honor, the terms of a written Conflicts of Interest & Related Party Transaction Policy to assure that its Directors, Officers and Key Persons act in The Corporation's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. *Procedures.* procedures for disclosing, addressing and documenting by the Board of Directors, or an authorized committee thereof, as appropriate:
 - (a) Conflicts of Interest,

- (b) possible Conflicts of Interest for a determination as to whether a conflict exists, and
 - (c) Related Party Transactions,
- ii. *Restrictions.* stipulations that when the Board of Directors, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:
 - (a) be present at, or participate in, any deliberations;
 - (b) attempt to influence deliberations; and/or,
 - (c) cast a vote on the matter.
- iii. *Definitions.* definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction..
- iv. *Documentation.* requirements that the existence and resolution of the conflict and/or transaction be documented in the records of The Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
- v. *Audit-Related Disclosure.* protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transaction are properly forwarded to the Board of Directors, or another authorized committee, as appropriate, for purposes of audit-related consideration.

Section 3. *Conflicts of Interest & Related Party Transaction Conflicts Policy.* The Conflicts of Interest and Related Party Transaction Policy of The Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as **Appendix “B.”** This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

Section 4. *Potential Conflicts Disclosure Statement.* The Potential Conflicts Disclosure Statement of The Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as **Appendix “C.”**

Section 5. *Whistleblower Protection Protocols.* The Corporation shall endeavor to protect any “Director,” “Officer” (each as defined by Appendix “A”) or employee, including any “Key Person” (as defined by Appendix “A”) or volunteer who provides substantial services to The Corporation, from intimidation, bully, harassment, discrimination or other forms of retaliation on the part of The Corporation, or any of its Directors, Officers, employees, including Key Persons, or volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of The Corporation. Should The Corporation have twenty (20) or more employees (full-time, part-time, or a combination thereof) and annual revenue exceeding one million dollars (\$1,000,000), and/or, otherwise, be mandated by other applicable statute, regulation and/or contractual obligation, The Corporation shall adhere to the terms of a written Whistleblower Protection Policy, which, in the absence of such considerations, shall be considered advisable, but not required.

Section 6. *Whistleblower Protection Policy.* The Whistleblower Protection Policy of The Corporation required in order to comply with the mandates of Section 5 of this Article, is annexed hereto, and made a part hereof as **Appendix “D.”** This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any threatened, pending or currently being investigated whistleblower claim.

Section 7. *Audit Oversight Protocols.* Provided The Corporation is required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of The Corporation shall be subject to an annual audit report or audit review report prepared by “Independent Auditor” (as defined by Appendix “A”) to be overseen by a designated Audit or combined Audit & Finance Committee of the Board (as appropriate), comprised solely of “Independent Directors” (as defined by Appendix “A”). If such an audit report or audit review is commissioned, The Corporation shall adhere to the terms of a written Audit Oversight Policy, which, in the absence of statutory obligation, shall be considered advisable, but not required.

Section 8. *Audit Oversight Policy.* The Audit Oversight Policy required in order to comply with the mandates of Section 7 of this Article is annexed hereto, and made a part hereof as **Appendix “E.”** This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently processing audit report or audit review.

ARTICLE XII.

Prohibited Conduct, Obligations & Related Policies

Section 1. *Prohibited Conduct.* Neither bullying, harassment nor discrimination shall be tolerated by this Corporation. Any individual bound by these By-Laws who is subject to bullying, abusive behavior, harassment, inappropriate physical touching or suggestive language, unfair behavior or discrimination relating to race, ethnicity, national origin, gender, religion, age, disability, veteran status, marital status, sexual orientation, political or union affiliation, or records of arrests or convictions, or who experiences is encouraged to report it immediately to a member of the Audit & Finance Committee.

Section 2. *Obligations.* Any individual bound by these By-Laws who is aware of conduct that would reasonably violate the terms of Section 1 herein is required report such activity immediately.

Section 3. *Related Policies.* Appropriate policies concerning workplace bullying, harassment or discrimination will be stipulated in the personnel policies and procedures promulgated by The Corporation. However, nothing in this Article will bind the staff of The Corporation, who will instead be covered by the procedures contained in their personnel policies and procedures.

ARTICLE XIII.

Indemnification of Directors, Officers & Employees

Section 1. *Indemnification Obligations.* The Corporation shall indemnify its Directors, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys fees, in connection with any claim asserted against the Director, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a Director, Officer,

employee or volunteer of The Corporation and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of The Corporation, and was not unlawful, unethical or immoral. In order to assure adequate indemnification, The Corporation shall be required to purchase and maintain appropriate Directors and Officers (“D & O”) liability insurance coverage. Any such indemnification, and related insurance, shall be considered, awarded and governed by the terms of a comprehensive Indemnification and Insurance Policy, a copy of which is annexed hereto, and made a part hereof as ***Appendix “F.”***

ARTICLE XIV.

Fundamental Corporate Changes

Section 1. *By-Law Amendment.* These By-Laws may be amended, repealed or altered, in whole, or in part, by a two-thirds (2/3) majority vote of the Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose.

Section 2. *Certificate of Incorporation Amendment.* The Corporation’s Certificate of Incorporation may be changed or amended, in whole, or in part, by a two-thirds (2/3) majority vote of the Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Change or Amendment is accepted for filing by the New York Department of State.

Section 3. *Creation of Corporate Affiliate Relationship.* This Corporation may enter into an Affiliate (as defined by Appendix “A”) relationship, such as a parent/subsidiary with another corporation, or form a new corporation for purposes of establishing an Affiliate relationship, by a two-thirds (2/3) majority vote the Directors present at any Annual Meeting or Special Meeting called for that purpose.

Section 4. *Merger or Consolidation.* This Corporation may be merged or consolidated by a two-thirds (2/3) majority vote of the Directors present at any Annual Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Merger or Consolidation is accepted for filing by the New York Department of State.

Section 5. *Dissolution.*

5.1. *Procedure.* This Corporation may be dissolved by a two-thirds (2/3) majority vote of the Directors present at any Annual Meeting or Special Meeting called for that purpose. The dissolution is effective once all statutory approvals are subsequently secured and a Certificate of Dissolution is accepted for filing by the New York State Department of State.

5.2. *Residual Assets.* In seeking approvals necessary for Dissolution, The Corporation shall exercise its best efforts to assure that any residual assets shall be donated to another Not-for-Profit Corporation, or Corporations, qualified under Section 501(c)(3) of the Internal Revenue Code with corporate purposes similar to those of this Corporation.

Section 6. *Leases and Sale of Real Property.* In any transaction where the organization endeavors to purchase, mortgage, sell or lease real property of the organization, it will first determine if such transaction constitutes a disposition of “all or substantially all” of its assets and if so shall obtain the consents required by N-PCL

Section 510 or these bylaws. In any event where real property is disposed of, same shall not occur except with the consent of a two-thirds ($2/3$) majority vote of the entire Board at a regular meeting or special meeting called for that purpose.

APPENDIX A—By-Law & Corporate Policy Definitions

1. **Affiliate-** means any entity controlled by, or in control of, The Corporation.
2. **Charitable Corporation-** Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with Charitable purposes.
3. **Director-** means any member of the governing board of The Corporation, whether designated as director, trustee, manager, governor, or by any other title.
4. **Entire Board -** means the total number of Directors entitled to vote which The Corporation would have if there were no vacancies. If the By-Laws provide that the Board shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.
5. **Independent Auditor-** means any Certified Public Accountant performing the audit of the financial statements of The Corporation who is not, nor is any member of his/her firm, an Officer, Director, Employee or Volunteer of The Corporation or has a Relative who is such an individual.
6. **Independent Director-** means a Director who:
 - i. is not, and has not been within the last three (3) years, an Employee or Key Person 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 (as defined by these By- Laws) of The Corporation or an Affiliate;
 - ii. 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 (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation; ,
 - iii. 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 or 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 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:
 - a. five hundred thousand dollars (\$500,000);
 - b. twenty-five thousand dollars (\$25,000) if the entity's consolidate gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000);
 - c. one hundred thousand dollars (\$100,000) if the entity's consolidate gross revenue was ten million dollars (\$10,000,000) or more ; or

- iv. 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;
 - For purposes of this definition, 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.
7. **Key Person** - means any person, other than a Director or Officer, whether or not an Employee of The Corporation who:
- i. has responsibilities, or exercises powers or influence over The Corporation as a whole similar to the responsibilities, powers, or influence of Directors and Officers;
 - ii. 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 alone, or with others, controls or determines a substantial portion of The Corporation’s capital expenditures or operating budget.
8. **Member** - means any person afforded rights, entitlements or obligations with respect to the governance and operations of The Corporation, as identified in the By-Laws and/or the Certificate of Incorporation, as may be amended. For instance, if a Membership is authorized to elect Directors or approve By-Laws changes.
9. **Non-Charitable Corporation** - Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with Non-Charitable purposes.
10. **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.
11. **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.
12. **Participating County** – is a county that generally participates in and significantly supports the regional work, programs, and projects of S2AY.

APPENDIX B—Board of Directors Conflicts of Interest Policy & Related Party Transactions Policy

1. Policy Requirements.

Any real or potential “Conflict of Interest” and/or “Related Party Transaction” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested 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 a majority of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

2. Definitions.

- a. **Conflict of Interest.** Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Corporation and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall not be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Board of Directors:
 - i. the current, or prior, service of an Officer, Director or Key Person of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is: considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
 - ii. the current, or prior, receipt by an Officer, Director or Key Person of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does, has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of The Corporation.

- b. **Related Party Transaction.** Unless otherwise specifically excluded herein, a “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, is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Board of Directors:
 - i. the transaction, or the Related Party’s financial interest in the transaction is de minimis;
 - ii. 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
- iii. 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.

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.

- c. Related Party. A "Related Party" means any:
 - i. Officer (of The Corporation or any Affiliate), as defined by statute;
 - ii. Director (of The Corporation or any Affiliate), as defined by statute;
 - iii. Key Person (of The Corporation or any Affiliate), as defined by statute;
 - iv. founder of The Corporation;
 - v. individual who has made substantial monetary contributions to The Corporation;
 - vi. Relative, as defined by statute, of an Officer, Director, Key Person, founder or substantial contributor;
 - vii. partnership or professional corporation where an Officer, Director or Key Person, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
 - viii. entity where an Officer, Director or Key Person, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or,
 - ix. corporate entity where an Officer, Director or Key Person, or a Relative thereof, serves as an officer, director, trustee, key employee or partner, or the equivalent thereof.

3. General Disclosure.

Prior to initial election, and annually thereafter, each Director 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 Director's knowledge, any entity of which such Director is an officer, director, trustee, owner (either as a sole proprietor, partner or member) 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 real or potential interest. The Secretary shall provide a copy of all completed disclosure statements to the Board of Directors, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Director on request.

4. Specific Disclosure.

If at any time during his or her term of service, a Director, Officer or Key Person (each as defined by Appendix "A") acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

5. Process of Review.

Unless the Board of Directors elects to directly assume such responsibility, the Audit & Finance Committee, or another designated Committee of the Board, shall thoroughly review any real, or potential, Conflict of Interest or Related Party Transaction, or any other interested matter and submit to the Board a recommendation as whether or not it should be approved.

6. Affiliate Transactions.

The current, or prior, service of an Officer, Director or Key Person of this Corporation, or a Relative thereof, all as defined by statute, as an Officer, Director, Trustee, Key Person or partner, or the equivalent thereof, of any corporate entity that is, i) considered to be an Affiliate, as defined by statute; ii) otherwise, controlled by, or controls, this Corporation, and/or; iii) is an Affiliate of any corporate entity controlled by, or that controls, this Corporation, shall not, standing alone, be considered a Conflict of Interest or a Related Party Transaction for purposes of interpretation of the definition of either term or consideration of any such matter by the Board of Directors.

7. *Standard of Review.*

For purposes of this policy, amongst the considerations of the Board of Directors, the Audit & Finance Committee, or another authorized Committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this “Conflict of Interest and/or Related Party Transaction Policy” shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered an ordinary business matter unworthy of additional non-customary review and/or documentation.

8. *Authorization of Conflicts of Interest & Related Party Transactions.*

The Corporation shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board, or an authorized committee thereof, to be fair, reasonable and in The Corporation's best interest at the time of such determination.

9. *Authorization of Transactions Concerning Substantial Financial Interest.*

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Board of Directors, the Audit & Finance Committee, or another authorized designated Committee of the Board, as appropriate shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds (2/3s) majority vote of the Directors and/or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, 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, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

10. *Restrictions.*

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, the Audit & Finance Committee, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board, or authorized committee thereof, meeting prior to the commencement of deliberations or related voting.

11. Audit-Related Disclosure.

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Secretary of the Board of Directors, or the chair an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.

12. Nepotism.

If a “Relative” (as defined by Appendix “A”), or a household member, of an employee or Director is considered for employment or retention by The Corporation as an employee or contractor, a presumption of a Conflict of Interest and Related Party Transaction is created. The terms of this Conflicts of Interest and Related Party Transaction Policy will govern the consideration of such a matter. In cases where a Related Party, or household member of a conflicted individual, is found to be the best candidate for a given position and is hired as an employee or retained as a contractor, The Corporation shall document that the employee/contractor is qualified and paid a reasonable salary/rate in accordance with other corporate employees and contractors. In addition, such employee or contractor shall not be supervised by, or be in the line of supervision of, the Related Party or conflicted household member.

APPENDIX C—Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

—Code of Ethical Conduct—

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Person (to the extent applicable) shall adhere to the following code of conduct:

By-Laws & Policies.

- be aware of and fully abide by the By-Laws, policies and procedures of The Corporation
- assure compliance of The Corporation with respect to all applicable statutes, regulations and contractual requirements
- respect and fully support the duly-made decisions of the Board of Directors in accordance with all applicable fiduciary duties, including those related to care, loyalty and obedience
- respect the work and recommendations of committees, which are duly charged and have convened and deliberated accordingly
- work diligently to ensure that the Board fully assumes its role as a policy-making, governing body
- understand that the Executive Director, as The Corporation’s chief administrative officer, has the sole responsibility for the day-to-day management of The Corporation—specifically, including the supervision of personnel—and for implementation of Board policies and directives

Informed Participation.

- attend most, if not all, meetings of the Board of Directors and assigned committees
- remain informed of all matters, including financial, that come before the Board and/or assigned committees
- respect and follow the “chain of command” of the Board and administration
- constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and corporate constituencies
- oppose, on the record, actions of the Board with which one disagrees or is in serious doubt
- appropriately challenge, within the structure and By-Laws of The Corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of The Corporation
- do not fully commit to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action taken.
- act in ways that do not interfere with the duties or authority of staff

Conflict of Interest, Representation & Confidentiality

- represent the best interests of The Corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of The Corporation
- conform to the procedures for such disclosure and actions as stated in the By-Laws or otherwise established by the Board of Directors
- not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the Director's affiliation with The Corporation.
- publicly support and represent the duly made decisions of the Board
- always speak positively of The Corporation when communicating with current and potential stakeholders and constituencies
- not take any public position representing The Corporation on any issue that is not in conformity with the official position of The Corporation
- not use or otherwise relate one's affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election
- maintain full confidentiality and proper use of information obtained as a result of Board service in accordance with Board policy or direction

Interpersonal.

- speak clearly, listen carefully to and respect the opinions of fellow Directors and Key Persons
- promote collaboration and partnership among all Directors
- maintain open communication and an effective partnership with The Corporation's Officers and various committees, if any
- remain "solution focused," offering criticism only in a constructive manner
- not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the Board because of differences in opinion or other personal reasons
- always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director

—Annual Potential Conflicts Disclosure Statement—

As a Director or Officer or Key Person of The Corporation, prior to your being seated on the Board of Directors or commencing employment with The Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, be advised, all material terms identified by quotation marks are defined by Appendix “A” of the By-Laws of The Corporation, which is entitled “By-Law & Corporate Policy Definitions”.

please mark ‘Yes’ or ‘No’ & provide additional information when requested

Financial Information Return Disclosure

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an Officer, Director, Trustee, Key Person, partner or member of, or hold 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%), in an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with The Corporation?

 If *Yes*, attach a detailed explanation of the circumstances.
No Yes

2. Have you, individually, or through an entity where you hold 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%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Person” of The Corporation?

 If *Yes*, attach a detailed explanation of the circumstances.
No Yes

3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with The Corporation?

 If *Yes*, attach a detailed explanation of the circumstances.
No Yes

4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with The Corporation that might reasonably be considered a real or potential conflict of interest pursuant to The Corporation’s Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No

Yes

If *Yes*, attach a detailed explanation of the circumstances.

5. Have you been provided with, properly reviewed and reasonably understand the terms of The Corporation’s current written Board of Directors Conflicts of Interest Policy?

No

Yes

If *Yes*, attach a detailed explanation of the circumstances.

Independent Director Assessment Disclosure

In order to qualify as an “Independent Director,” as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the *negative* to each of the following questions, although failure to respond to all questions in the *negative* shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an Employee or a Key Person of The Corporation, or an “Affiliate” (as defined by statute) of The Corporation?

_____ No _____ Yes If *Yes*, please attach a detailed explanation of the circumstances.

2. Do you have a “Relative” (as defined by statute) who is, or has been within the last three (3) years, a “Key Person” (as defined by statute) of The Corporation or an “Affiliate” of The Corporation?

_____ No _____ Yes If *Yes*, please attach a detailed explanation of the circumstances.

3. Have you received, within 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, other than reimbursement for out-of-pocket expenses or compensation as a Director?

_____ No _____ Yes If *Yes*, please attach a detailed explanation of the circumstances.

4. Do you have a “Relative” who has received, within 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, other than reimbursement for out-of-pocket expenses or compensation as a Director?

_____ No _____ Yes If *Yes*, please attach a detailed explanation of the circumstances.

5. Are you, or a Relative, a current officer or employee of, or have 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 property or services, within the last three (3) fiscal years, exceeded the lesser of 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); twenty-five thousand dollars (\$25,000) if the entity’s consolidate gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000); one hundred thousand dollars (\$100,000) if the entity’s consolidate gross revenue was ten million dollars (\$10,000,000) or more?

- Note: for purposes of this question, the definition the term “payments” 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.

 If *Yes*, please attach a detailed explanation of the circumstances.
No Yes

6. Are you, or a Relative, a current owner (wholly or partially), Director, Officer or Employee of The Corporation's outside auditor, or have otherwise worked on The Corporation's outside audit at any time during the past three (3) fiscal years?

 If *Yes*, please attach a detailed explanation of the circumstances.
No Yes

—Certification—

I, the undersigned, certify that I have read and understand this Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of The Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of The Corporation, except those that may have been disclosed herein.

Director Signature

Date

APPENDIX D—Whistleblower Protection Policy

1. Intent.

The Corporation shall endeavor to protect any “Director,” “Officer” (each as defined by these By-Laws) employee, including any “Key Person” (as defined by these By-Laws) or volunteer who provide substantial services to The Corporation from intimidation, bullying, 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, applicable ethical standard or policy or procedure of The Corporation.

2. Requirements.

Provided The Corporation has twenty (20) or more employees (full-time, part-time, or a combination thereof) and annual revenue exceeding one million dollars (\$1,000,000), it is required, pursuant to statute, to adhere to the terms of this policy, which, in the absence of such considerations, shall be considered advisable, but not necessarily required.

3. Disclosure.

If any Director, Officer, employee or volunteer reasonably believe that some policy, practice, or activity of The Corporation, or of another individual or entity with whom The Corporation has a substantial business relationship exceeding ten thousand dollars (\$10,000), may violate any statute, regulation, applicable ethical standard or policy or procedure of The Corporation, such an individual is required to file a confidential written report summarizing his/her concerns with a member of the Audit & Finance Committee. While any such report may be submitted anonymously, it is strongly recommended that the whistleblower—whose identity shall be safeguarded to the greatest extent possible pursuant to the terms of this policy—assure that his/her concern is properly investigated.

4. Investigation & Resolution Procedures.

The investigation of any alleged misconduct or omission governed by this policy shall be conducted in the following manner:

- a. upon receipt of a confidential written report submitted by a whistleblower to a member of the Audit & Finance Committee, the report shall ordinarily be forwarded to the Chair of the Audit & Finance Committee who shall be responsible for properly receiving, overseeing, investigating, assessing, rendering determinations concerning and assuring for the proper documentation and recordation of any, and all, such reports in a manner consistent with the terms of this Policy. In instances where the Chair of the Audit & Finance Committee is him/herself a whistleblower, a subject of the whistleblower’s claims or otherwise conflicted, he/she shall disclose to the Committee the existence of the whistleblower’s claim and that he/she has a real or potential conflict of interest. The Committee shall then appoint another Director to serve as an “Employee Protection Officer” responsible for overseeing The Corporation’s response to the whistleblower’s report. In all instances, as part of his/her duties, the individual responsible for coordinating the investigation of, and response to, a whistleblower concern shall confirm, and contemporaneously document, that he/she has accepted responsibilities for overseeing The Corporation’s response and that he/she possesses the knowledge and training to so act, as well as identify and address, on an ongoing basis, needs for the improvement of this Whistleblower Protection Policy;

- b. within thirty (30)-days of receipt of the written report of a whistleblower, or as soon as practicable thereafter, the Chair of the Audit & Finance Committee, or designated Employee Protection Officer, as appropriate, shall act as follows:
 - i. safeguard the confidentiality of subject whistleblower by not disclosing to other Directors, Officers employees or volunteers of The Corporation, the existence of the alleged misconduct or omission, the underlying factual circumstances of the filing of the written report, except as needed in order to properly investigate the matter;
 - ii. conduct an appropriate investigation of the matter within approximately thirty (30)-days of receipt of the written report, or as soon as practicable thereafter;
 - iii. review the policies and procedure of The Corporation, making particular note of the alleged misconduct or omission;
 - iv. assess, in the most confidential manner possible, the concerns of the subject whistleblower 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;
 - v. prepare and submit a written report on the matter to the Audit & Finance Committee, together with recommendations as to resolution and a timeline for implementation of recommended actions; and,
 - vi. forward a copy of the written report to the “Entire Board” (as defined by Appendix “A”).
- c. the Audit & Finance Committee shall act on the written report of the Chair, or designated Employee Protection Officer, as appropriate, review findings and recommendation identified therein, and submit to the Board of Directors a final written assessment of the matter, recommendations as to resolution and a timeline for implementation of recommended actions; and,
- d. upon receipt of the written report of the Chair of the Audit & Finance Committee, or Employee Protection Officer, as appropriate, and the written assessment of the Audit & Finance Committee, 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 of any Director, Officer, employee or volunteer of The Corporation found to have engaged in the subject misconduct or omission.
 - i. A person that is the subject of the complaint shall be precluded from being present at, or participating in, any deliberations or vote on the matter; provided that the deliberating body may request such person to be present to answers questions or provide background information prior to the commencement of deliberations or voting.

5. Retaliation Protections.

Upon filing a report of alleged violation(s) of statute, regulation or applicable ethical standard, any such Director, Officer or Key Person shall be protected, directly and indirectly, from intimidation, bullying, harassment, discrimination or adverse employment consequence or action on the part of The Corporation or any of its Directors, Officers, employees or volunteers.

6. Documentation.

The Audit & Finance Committee and the Board of Directors shall assure that the matter is properly documented in the records of The Corporation, including minutes of the meetings of the Committee and the Board where the matter was considered and/or addressed.

7. Limitations.

This policy does not protect any Director, Officer, employee or volunteer of The Corporation acting in bad faith; who is deliberately dishonest; and/or, who has personally garnered profit, or some other advantage, to which he/she is not legally entitled to receive. 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, bullying, harassment, discrimination or other form of retaliation.

8. Publication.

A copy of the policy, or an analogous whistleblower protection policy, as appropriate shall be distributed to all Directors, Officers, employees and volunteers who provide substantial services to The Corporation.

APPENDIX E—Audit Oversight Policy

1. Auditing.

Provided The Corporation is required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of The Corporation shall be subject to an annual audit report or audit review report prepared by “Independent Auditor” (as defined by Appendix “A”) to be overseen by the Audit & Finance Committee, which shall be comprised solely of “Independent Directors” (as defined by Appendix “A”). If such an audit report or audit review is commissioned, The Corporation shall adhere to the terms of this Audit Oversight Policy, which, in the absence of statutory obligation, shall be considered advisable, but not required.

2. Restrictions.

Once retained, neither the Independent Auditor, nor a partner, associate or employee of the Independent Auditor’s firm or practice; or, a “Relative” (as defined in Appendix “A”), or a partner, associate or employee of a Relative’s firm or practice, shall perform any assistance to The Corporation other than that directly related to auditing functions.

3. General Duties.

While working with the Independent Auditor retained to prepared annual audit report, The Corporation’s Audit & Finance Committee, which shall be comprised solely of “Independent Directors” (as defined by these By-Laws), shall perform the following duties:

- i. oversee the accounting and financial reporting processes of The Corporation and the audit of The Corporation's financial statements;
- ii. 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; and,
- iii. oversee the adoption, implementation of, and compliance with The Corporation’s Conflicts of Interest Policy and Related Party Transaction Policy and any required Whistleblower Protection Policy adopted by The Corporation, if such functions are not otherwise performed by another Committee of the Board or the Entire Board itself.

4. Revenue-Imposed Duties.

The Audit & Finance Committee shall also be required to perform the following duties:

- 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 Independent Auditor;
 - (b) any restrictions on the scope of the Independent Auditor's activities or access to requested information;
 - (c) any significant disagreements between the Independent Auditor and management of The Corporation; 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. report on the Committee's activities to the Board of Directors.

5. *Affiliate Corporations.*

Should The Corporation control other “Affiliate” (as defined by Appendix “A”) subsidiary corporations, the Audit & Finance Committee of this Corporation may pursuant to state statute and these By-Laws perform all audit oversight duties stipulated in this Article for any such Affiliate subsidiary corporations.

6. *Restrictions.*

Only Independent Directors may participate in any Audit & Finance Committee deliberations or voting relating to matters set forth in this Article.

APPENDIX F—Indemnification & Insurance Policy

1. Authorized Indemnification.

Unless clearly prohibited by applicable statute, regulation or these By-Laws, The 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 Testator 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 Corporation shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

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.

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 written commitment to repay The Corporation, with interest, for any amount advanced for which it is ultimately determined that he/she is not entitled to be indemnified pursuant to statute or these By-Laws. An Indemnified Person shall cooperate with any request by The Corporation that common legal counsel be used by the parties for such action or proceeding who are similarly situated unless it would be inappropriate to do so because of real or potential conflicting interests of the parties.

4. Indemnification of Others.

Unless clearly prohibited by law or these By-Laws, the Board 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 Testator 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.

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 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 must expressly find that such indemnification will not violate

the provisions of Section 2 herein. 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 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.

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 By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

7. *Insurance.*

The Corporation is required to purchase Directors and Officers (“D & O”) liability insurance coverage. 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.

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 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 to the limitations of Section 2 herein.