ARTICLE I – NAME, TERRITORY, AND OFFICE

Section 1 Name
The corporation shall be known as Allegany County Community Opportunities and Rural Development, Inc. (hereinafter “ACCORD” or “Corporation”) and is a Charitable Corporation as such term is defined in the Not-for-Profit Corporation Law of New York State.

Section 2 Territory
The Corporation shall conduct activities primarily in New York, subject to changes by the aforementioned Corporation.

Section 3 Office
The principal offices of the Corporation shall be in the Village of Belmont, County of Allegany, State of New York. The Corporation may also have offices at such other places within or without the state as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II – PURPOSES

The purposes for which this Corporation has been organized are as follows:

Section 1 The development and promotion of goals, policies, and standards with respect to the provision of housing, community services, economic development, and related services in Allegany County, New York, and surrounding areas.

Section 2 The coordination of all existing activities of those concerned with the provisions of such housing, community, and economic development services, particularly those for low and moderate income households.

Section 3 The provisions of technical services for such activities that are not otherwise provided or are inadequately provided in Allegany County.

ARTICLE III – DIRECTORS

Section 1 The Board of Directors shall be the governing body of this Corporation, and its powers shall ensure compliance with all local, state, and federal contract rules and regulations, including all contracts for service undertaken by the Corporation.

Section 2 The Board of Directors shall oversee the extent and quality of participation in all programs of the Corporation.

Section 3 The Board of Directors is subject to appropriate regulations, policies, and determination of rules of procedures for the Board.

Section 4 The Board of Directors shall select the Officers of the Board of Directors.
Section 5  General Management

The general management of the affairs of this Corporation shall be vested in the Board of Directors, which shall consist of nine (9) Directors; each Director shall be at least nineteen years of age.

A. Composition of Board of Directors

As the designated Community Action Agency for Allegany County, ACCORD’s Board of Directors shall at all times be comprised of one-third elected representatives currently holding office or their properly designated representatives. In the event that the proper number of elected officials is not available or willing to serve, elected officials may recommend a designee to serve in his or her place. Of the remaining two-thirds of the Board of Directors, at least one-third of the Board shall be at-large representatives of the poor, and not more than one-third of the Board shall be community representatives from the private sector.

B. Selection of Members

Selection of members in these three sectors shall be as follows:

1. One-Third Elected Public Officials
   a. Seated Board members shall offer recommendations for selection of elected public officials to serve on the Board. Documentation of recommendations shall be part of the record.
   b. A democratic election shall be held by the Board of Directors, the results of which shall be confirmed by a resolution of the Board and shall be duly noted in the meeting minutes.

2. At Least One-Third At-Large Representatives
   a. The Head Start Policy Council shall recommend at least one democratically elected seat. A letter indicating the reasons of said recommendations shall be submitted to the Board of Directors and kept on file.
   b. Client representatives shall be democratically selected by the various organizations, advisory groups, and committees affiliated with ACCORD’s service areas and target population. A letter recommending the client representative shall be submitted to the Board of Directors and kept on file.
   c. A democratic election shall be held by the Board of Directors, the results of which shall be confirmed by a resolution of the Board and shall be duly noted in the meeting minutes.

3. Not More than One-Third Community Representatives of the Private Sector
   a. Based on a need for expertise and broad representation from the community, seated Board members shall offer recommendations for selection of private sector community representatives. These representatives may come from business, labor, industry, education, religious, law enforcement, and/or other major groups or interests. Documentation of recommendations shall be part of the record.
b. A democratic election shall be held by the Board of Directors, the results of which shall be confirmed by a resolution of the Board and shall be duly noted in the meeting minutes.

4. Other groups, community agencies, and representative groups of the poor who feel themselves inadequately represented on the Board may petition the Board in writing for adequate representation. At least 25 signatures shall be required by the Board in consideration of the petition. In cases where a petition is granted and a new Directorship is required, the Board shall adjust the composition in order to maintain the proper percentage of public officials and representation of the poor.

Section 6  Term of Directors
At-large representatives of the poor, community representatives of the private sector, and elected public officials shall be designated to staggered three-year terms. One representative from each of the three sectors shall be recommended for each of the three succeeding term classifications.

Elected public officials may serve as long as the public official is currently holding office, until the expiration of the term for which he/she was elected and until his/her successor has been qualified and elected, or until his/her resignation or removal. If at such time a vacancy occurs before the term has expired, a recommendation shall be made by the Board to fill the remaining unexpired term. No Director may be an employee of the Corporation.

Section 7  Decrease in Number of Directors and Newly Created Directorships
The number of Directors may be increased or decreased by vote of the majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent Director. Newly created Directorships resulting from an increase in the number of Directors may be filled in a manner as prescribed in this Article III Section 5 Paragraph B.

Section 8  Vacancies
A vacancy exists when a Member has been notified of his or her official removal by action of the Board for cause; when a Member notifies the Board of his or her resignation; when a public official leaves office; in the event of the death of a Member, or when a Nominating Petition term expires. Vacancies shall be filled as prescribed in this Article III, Section Five (5), Paragraph B above.

Section 9  Suspension and Removal of Directors
A. Suspension
Any or all of the members of the Board of Directors may be suspended for cause by a two-thirds majority vote of the entire Board of Directors or the majority vote of the Independent Directors on the Board at any Annual Meeting, Regular Meeting, or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension shall last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a member of the Board, the Director in question may attend and shall be given a reasonable opportunity to be heard.
B. Removal
Any or all of the Directors may be removed for cause by action of the Board. Directors may be removed for cause only by vote. Cause shall include, but not be limited to, failure to attend three consecutive meetings of the Board without excuse.

Section 10 Resignation
A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. The resignation shall take effect upon the receipt thereof by the Board or such officer, and the acceptance of any such resignation shall not be necessary to make it effective.

Section 11 Quorum of Directors
Unless otherwise provided in the Corporation’s Certificate of Incorporation, at least one half of the Board of Directors’ seats filled shall constitute a quorum for the transaction of business or of any specified item of business.

Section 12 Place and Time of Board Meetings
The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine. Meetings of the Board shall be held on a regularly scheduled day of the month at such time and place as shall be from time to time determined, provided that a regular meeting of the Board shall be held once at least every two months. Special meetings may be called as needed with a concurrence of the officers of the Board.

Section 13 Annual Meeting
The annual meeting of the Board of Directors shall be held in March of each year or at a date and time as soon thereafter as established by the Board of Directors.

Section 14 Notice of Meetings of the Board
A notification must be received by the Directors at least five days prior to the regular Board meeting. The notification must include, but is not limited to the following information: the date, time, place, and agenda of Board meetings and of special meetings, either delivered personally, by mail, by facsimile, and/or by electronic mail.

Section 15 Electronic Meetings
In urgent matters which require immediate action of the full Board of Directors or Standing Committees and Electronic Meeting via teleconference, electronic video conference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time may be held. The board shall create and approve by resolution rules to govern such meetings.

Section 16 Waiver of Notice
Notice of meetings of the Board need not be given to any Member entitled to vote who submits a signed waiver of notice, whether before or after the meeting. The attendance by any Board Member entitled to vote at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the Member.
Section 17  Compensation
Although reimbursements to all members of the Board for expenses are permitted, regular compensation to all members for their services on the Board is not permitted.

Section 18  Adjournment
A majority of Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. Reasonable notice of the adjournment given by personal delivery, regular mail, electronic mail, or facsimile to the Board of Directors, the President, or the Secretary of the Corporation shall be given to all Directors who were absent at the time of the adjournment, and unless the purposes, time, and place of the meeting are announced at the adjourned meeting, to the other Directors.

Section 19  Organization
A. Chairperson
At all meetings of the Board of Directors, the Chair, or, in his/her absence, the Vice Chair, or, in his/her absence, another Director chosen by the Board shall preside. No employee of the Corporation shall serve as chair of the board or hold any other title with similar responsibilities.

B. Secretary
At all meetings of the Board of Directors, the Secretary, or, in his/her absence, any Assistant Secretary, or in his/her absence, another Director chosen by the Board shall act as Secretary of the meeting.

Section 20  Action by the Board of Directors
A. Action Defined
Except as otherwise provided by law or in these By-Laws, an “Action” or “Act” 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. The purchase sale, mortgage or lease of real property shall only be authorized by vote of a two-thirds majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds majority of the Directors present at the time of the vote, provided a sufficient quorum is present, and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

B. Written Unanimous Consent
Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing delivered by regular mail, electronic mail, or facsimile to the Secretary of the Corporation for the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
C. Electronic Communication

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, electronic video screen communication equipment 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.

ARTICLE IV – COMMITTEES

Section 1 Appointments

A. Committees of the Board

The majority of the entire Board may appoint an Executive Committee, comprised of at least three Independent Directors, as such term is defined in the New York Not-for-Profit Corporation Law, which shall have the power to bind the Board and the Corporation subject to statutory limitations. The Executive Committee shall have no authority as to the following matters:

1. The submission to members of any action requiring members’ approval under the Nonprofit Revitalization Act;
2. The filling of vacancies in the Board of Directors or in any committee;
3. The fixing of compensation of the Directors for serving on the Board or on any committee;
4. The amendment or repeal of the By-Laws or the adoption of new By-Laws;
5. The amendment or repeal of any resolution by the board which by its terms shall not be so amendable or repealable;
6. The election or removal of officers and Directors;
7. The approval of a merger or plan of dissolution;
8. The adoption of a resolution recommending to the members 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; and
9. The approval of amendments to the Certificate of Incorporation.

B. Committees of the Corporation

The Board may appoint the following committees of the Corporation: Audit Committee, Finance Committee, Planning Committee, Human Resources Committee, and any Ad Hoc committee created and appointed by the Board of Directors as needed for special purposes, none of which shall have authority to bind the Board or the Corporation, making recommendations for action by the entire Board of Directors from time to time. Each such committee shall be comprised of at least three Directors or non-Directors. Each may have such subcommittees as they from time to time require to maintain their charges and responsibilities.
Section 2

Executive Committee
The Executive Committee shall be comprised of the elected Officers of the Corporation, to wit: Chair, Vice Chair, Secretary, and Treasurer, and chairs of all standing committees, all of whom shall be Independent Directors as that term is defined in the Not-for-Profit Corporation Law of New York State; and each of such persons, either individually or collectively, shall have the right to convene a Special Meeting of the Corporation. Additional members of the Board of Directors may be appointed to serve on the Committee at the discretion of the Board. The Chair shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors, unless authorized otherwise by the Board of Directors. The Committee shall be responsible for generally overseeing the personnel affairs of the Corporation. The Executive Committee shall not have authority, without specific authorization by the Board of Directors, to purchase real property, borrow money, amend these By-Laws, or hire or terminate the Executive Director. Meetings of the Executive Committee may be called by the Chair or by any three members of the Committee. The Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

Whistleblower Protection and Reporting
The Executive Committee duties shall include investigating and issuing a recommendation to the Board of Directors for complained-of-breaches to the Corporation’s Whistleblower Policy, provided that an employee who also holds a position as a Director shall not take part in any Board or committee deliberations concerning the administration of the whistleblower policies, and further provide that any person who is the subject of a whistleblower complaint my not be present at or participate in Board or committee deliberations or voting on the matter relating to the complaint (although the Board of committee is allowed to request that person present background information or answer questions prior to the commencement of deliberations or voting).

Conflict of Interest
The Executive Committee duties shall include investigating and issuing a recommendation to the Board of Directors for any complained-of-breaches of the Corporation’s Conflict of Interest policy.

Section 3

Audit Committee
The Audit Committee shall be comprised of at least three appointed members of the Board of Directors, all of whom shall be Independent Directors as that term is defined in the Not-for-Profit Corporation Law of New York State; provided, however, under no circumstances shall the Independent Auditor of the Corporation, or an employee or relative of such Independent Auditor’s firm serve on the Committee. The Treasurer shall serve on the Committee but shall not chair the Committee. The Audit Committee shall be responsible for selecting an Independent Auditor and communicating its selection to the Board of Directors; for overseeing the audit of the Corporation, both internal and external; reviewing any and all audits of the Corporation or any of its programs or contracts performed, and shall respond in writing, subject to approval of the Board of Directors,
to all such audits, including all management letters, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended. The Audit Committee shall meet at least twice, on separate days, every twelve months, and more frequently at the discretion of its Chair.

Section 4  
**Finance Committee**
The Finance Committee shall be comprised of at least three appointed members of the Board of Directors, however, under no circumstances shall the Independent Auditor of the Corporation, or an employee or relative of such Independent Auditor’s firm, serve on the Committee. The Treasurer shall serve on the Committee but shall not chair the Committee. The Finance Committee shall be responsible for monitoring and communicating to the Board of Directors the overall financial health of the Corporation; for developing an annual budget for approval by the Board of Directors; and for proposing policies governing the finances of the Corporation for adoption by the Board. The Finance Committee shall meet at least twice, on separate days, every twelve months, and more frequently at the discretion of its Chair.

Section 5  
**Planning Committee**
The Planning Committee consist of at least three appointed members of the Board of Directors, which shall not include Officers of the Corporation, and may include other members of the public as determined by the Chair, and shall meet at least twice, on separate days, every twelve months, and more frequently at the discretion of its Chair. The Planning Committee’s primary purpose shall be to work with administrative staff of the Corporation to identify needs and establish, review, and recommend changes to the Corporation’s Strategic Plan and related documents including an annual review of the Corporation’s By-Laws.

**Board Development**
The Planning Committee shall be responsible for ensuring that the composition of the Board of Directors remains in compliance with Article III – Directors, Section 5; it shall monitor Board member participation and attendance; monitor Board member compliance with and signature of the Corporation’s Code of Ethical Conduct and Annual Potential Conflict Disclosure Statement; it shall regularly assess the composition and function of the Board; recruit and nominate Officers and Directors; coordinate orientation for new Directors; and assure the continued development and training of the Board; and monitor Board compliance with and make recommendations accordingly, regarding loyalty, conflict to interest, and ethical matters. The Planning Committee shall provide a copy of the Code of Ethical Conduct and Annual Potential Conflict Disclosure Statement, annually to the Secretary.

Section 6  
**Human Resources Committee**
The Human Resources Committee shall consist of at least three appointed members of the Board of Directors, and shall meet a least twice, on separate days, every twelve months, and more frequently at the discretion of its Chair. The Human Resources Committee’s primary purpose is to oversee the personnel practices of the Corporation and to develop and review personnel policies and procedures; and shall oversee the full Board’s annual performance evaluation process of the Corporation’s
ARTICLE V – INDEMNIFICATION

Section 1  **Authorized Indemnification**

Unless clearly prohibited by law or these By-Laws, the Corporation shall indemnify any person (an “Indemnified Person”), including any Director, Officer or Key Person of the Corporation as these terms are defined by the Not-for-Profit Corporation Law of New York State, 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 he/she (or his or her Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director, Officer or Key Person of the Corporation or (b) is serving or served, in any capacity, including as part of a Committee of the Board or Committee of the Corporation, at the request of the Corporation, as a Director, Officer or Key Person. 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 reasonable attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2  **Prohibited Indemnification**

Notwithstanding Section 1 above, the Corporation shall not indemnify any person if a judgement, or other final adjudication, adverse to any Indemnified Person, including any Director, Officer or Key Person as these terms are defined by the Not-for-Profit Corporation Law of New York State, establishes, or the Board of Directors in good faith, or a Committee of the Board thereof, determines, that such person’s acts were committed in bad faith or were the result of willful or intentional conduct, active and deliberate dishonesty and were material to the cause of action so adjudicated or that he/she personally garnered any financial profit or other advantage to which he/she was not legally entitled.

Section 3  **Advancement of Expenses**

The Corporation may, on request of any Indemnified Person, including any Director, Officer or Key Person as these terms are defined by the Not-for-Profit Corporation Law of New York State, 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, including any Director, Officer or Key Person, as these terms are defined by the Not-for-Profit Corporation Law of New York State, makes a binding, 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 under the law or these By-Laws. An Indemnified Person, including any Director, Officer or Key Person, as these terms are defined by the Not-for-Profit Corporation Law of New York State, shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly
situated unless it would be inappropriate to do so because of actual or potential conflict between the interests of the parties.

Section 4  **Indemnification of Others**

Unless clearly prohibited by law or these By-Laws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, 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, especially Key Persons as that term is defined by the Not-for-Profit Corporation Law of New York State, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5  **Determination of Indemnification**

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors, or a Committee of the Board thereof, shall, upon written request by an Indemnified Person, including any Director, Officer or Key Person as these terms are defined by the Not-for-Profit Corporation Law of New York State, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors, or a Committee of the Board thereof, must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. Only Independent Directors, as that term is defined by the Not-for-Profit Corporation Law of New York State, without 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 such Independent Directors, as that term is defined by the Not-for-Profit Corporation Law of New York State, is not obtainable, the Board of Directors, or a Committee of the Board thereof, shall act only after receiving the opinion in writing of independent legal counsel or the Corporation’s General Counsel, that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6  **Binding Effect**

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7  **Insurance**

The Corporation shall purchase adequate Directors and Officers (“D and O”) liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, Key Persons, as these terms are defined by the Not-for-Profit Corporation Law of New York State, or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as
for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8 Nonexclusive Rights
The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors, or a Committee of the Board thereof, is authorized to enter into agreements on behalf of the Corporation with any Director, Officer, Key Persons, as these terms are defined by the Not-for-Profit Corporation Law of New York State, or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE VI – INTENTIONALLY OMITTED

ARTICLE VII – OFFICERS

Section 1 Officers, Elections, and Terms
Unless otherwise provided for in the Certificate of Incorporation, the Board may elect a President, one or more Vice-Presidents, a Secretary, and such other Officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided. All Officers shall be elected or appointed to hold office until the annual meeting of the Board. Each Officers shall hold office for the term for which he or she is elected, and until his or her successor has been elected and qualified.

Section 2 Removal, Resignation
Any Officer elected by the Board may be removed by the Board with or without cause. In the event of death, resignation, or removal of an Officer, the Board, in its discretion, shall elect or appoint a successor to fill the unexpired term.

Section 3 President
The President shall be the principal Executive Officer of the Corporation; shall not be a current employee or relative of an employee of the Corporation; and shall, in general, supervise and control all of the business and affairs of the Corporation for and on behalf of the Board of Directors. He/she shall preside at all meetings of the Board of Directors. The President shall have the authority to sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Director or by these By-Laws or by statute to some other Officer or agent of the Corporation. In general, the President shall be the spokesperson for the Board of Directors and shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 4 Vice President
During the absence or the disability of the President, or in the event of his/her inability or refusal to act, the Vice President – or if there are more than one, the Executive Vice President – shall have all of the powers and functions of and be subject to all the restrictions upon the President. The Vice President shall not be a current employee or relative of an employee
of the Corporation. The Vice President shall perform such duties as from time to time may be assigned to him/her by the President and/or the Board of Directors. In addition to these other duties as assigned, the Vice President, unless otherwise determined by the Board, shall be responsible for overseeing the Corporation’s Whistleblower Policy, including the following:

A. Maintain the confidentiality of any whistleblowing Director(s) or Officer(s) by not revealing any complaints received or the underlying components of a complaint to other employees, except in furtherance of an investigation, which shall be undertaken by the Vice President of the Corporation;

B. Investigate the same within a thirty day period by reviewing the Corporation’s Whistleblower Policy and procedure, making particular note of the alleged or suspected violation or omission or failure to follow the same;

C. Interview any whistleblowing Director(s) or Officer(s) in confidence, only interviewing other members of the Board of Directors or Committee members upon their permission;

D. Produce a report of the same to the Human Resources Committee together with recommendations on a solution to the complained-of-breach of policy of the Corporation or sufficient consequence, including possible removal of the Director or Officer for breach of this Article, if any, and a timeline for implementation of the same for action by the Human Resources Committee, with a report to the entire Board of Directors at its very next regularly scheduled meeting or a Special Meeting called for the particular purpose of receiving the Confidential Report of the Unidentified Whistleblower made by the Whistleblower Protection and Reporting Officer, as appointed by the Board of Directors, without identifying the Whistleblowing Directors and Officers or Key Persons, all of which shall be documented in the minutes of the Corporation;

E. The person who is the subject of a whistleblower complaint may not be present at or participate in Board or Committee deliberations or vote on the matter relating to such complaint, provided that nothing in this subparagraph shall prohibit the Board or Committee from requesting that the person who is the subject of the complaint present information as background or answer questions at a Board or Committee meeting prior to the commencement of deliberations or voting relating thereto;

F. In instances where the Vice President is him/herself a whistleblower, a subject of the whistleblower’s claims or otherwise conflicted, he/she shall disclose to the Human Resources Committee the existence of the whistleblower’s claim and that he/she has a real or potential conflict of interest. The Human Resources Committee shall then appoint the Executive Director of the Corporation to serve in this capacity and who shall then be responsible for overseeing the Corporation’s response to the whistleblower’s claim in accordance with the Corporation’s Whistleblower Protection Policy;
G. The Board of Directors shall appoint a Whistleblower Protection and Reporting Officer and may approve by Resolution the delegation of any or all of the Vice President’s duties outlined in Sections A through F above to the Whistleblower Protection and Reporting Officer;

H. A copy of the policy shall be distributed to all Directors, Officers, employees, and volunteers who provide substantial services to the Corporation. For purposes of this Section, posting the policy on the Corporation’s website or at the Corporations’ offices in a conspicuous location accessible to employees and volunteers are among the methods which may be used to satisfy the distribution requirement.

Section 5 Secretary

The duties of the Secretary shall include, but not be limited to:

A. Take and maintain the minutes of the Board of Directors;

B. Maintain the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors;

C. Attend to the giving and serving of all notices of the Corporation and shall have charge of such books and papers as the Board of Directors may direct;

D. Attend to the correspondence as may be assigned and perform all duties incidental to this office;

E. Maintain a membership roll of the Board of Directors containing names, alphabetically arranged, of all person who are members of the Board of Directors of the Corporation, showing their places of residence and the month and year they became members;

F. Prepare, record, and attest to resolutions as required;

G. It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Code of Ethical Conduct and Annual Potential Conflict Disclosure Statements are required by the Corporation are promptly provided to the Chair of the Audit Committee, Finance Committee, Human Resources Committee, and the Chair of the Board of Directors, in an effort to assure that they are properly considered for auditing purposes. The Secretary shall be responsible to report any case-specific Related Party Transactions (as such term is defined in the New York State Not-for-Profit Law), together with the minutes of any related meetings, and promptly provide the same to the Chair of the Audit Committee, the Chair of the Human Resources Committee, and the Chair of the Board of Directors, in an effort to assure that they are properly considered for auditing purposes:

1. Unless otherwise determined by the Board, the Secretary shall investigate any alleged conflict of interest within a thirty day period by reviewing the Corporation’s Conflict of Interest Policy, making particular note of the alleged or suspected conflict or Related Party Transaction;
2. Produce a report of the same to the Human Resources Committee together with recommendations on a solution to the complained-of-breaches of policy of the Corporation or sufficient consequence, including the possible removal of the Director or Officer for breach of this Article, if any, and a timeline for implementation of the same for action by the Human Resources Committee, with a report to the entire Board of Directors at its very next regularly scheduled meeting or a Special Meeting called for the particular purpose of receiving the Conflict of Interest Report.

The Board of Directors may appoint a Clerk of the Board and approve by Resolution the delegation of the Secretary’s duties to the Clerk of the Board.

Section 6  
**Treasurer**

The duties of the Treasurer shall include but not be limited to the following:

A. Supervise an account of all monies received or expended by the Corporation and shall keep the Board informed of all pertinent financial matters;

B. Develop and submit financial reports at all regular meetings of the Board of Directors in a format prescribed by the Board;

C. Serve as the Board’s liaison with its Independent Auditor;

D. Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Board of Directors.

The Board of Directors may approve by Resolution the delegation of the Treasurer’s duties to an employee of the Corporation.

The offices of Secretary and Treasurer may be held by the same person.

Section 7  
**Sureties and Bonds**

In case the Board shall so require or it may be so required of the Board because of contracts, laws, operating procedures or rules, any individual board member, employee, contractor, or agent of the Corporation may be required to execute to the Corporation a bond in such sum and with such sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence, for the accounting for all property, funds, or securities of the Corporation which may come into their hands.

**ARTICLE VIII – SEAL**

**Description**

The seal of the Corporation shall be circular in form, and shall be so constructed as to impress the same upon paper with pressure. There shall be an inner circle one-fourth of an inch from the outer circle and between said circles shall be the words “Allegany County Community Opportunities and Rural Development, Inc.”. In the interior or center of the circle shall be the words “CORPORATE SEAL 1972 NEW YORK.”

**Use and Custody**

The seal shall either remain in the custody of the Secretary or the Executive Director in a safe, secure location. Such necessary precautions shall be taken to allow its use, but prevent its misuse or abuse. The seal shall only be utilized in all cases provided for by the
laws of the United States of America, the State of New York, and applicable local Ordinances, and in all such cases whereby the laws or customs of nations necessitate the use of the corporate seal.

### ARTICLE IX – EXECUTIVE DIRECTOR

**Section 1** The Board of Directors shall be empowered to employ, remove, and to fix the salary of an Executive Director.

**Section 2** In order to accomplish the purpose of the Corporation, the Executive Director shall provide professional advice and assistance to the Board of Directors, Officers, and Executive Committee, and shall coordinate programs developed by the Corporation.

**Section 3** The Executive Director shall advise the Board of Directors of the personnel and fiscal requirements to accomplish these purposes, and shall have the authorization to sign vouchers, drafts, and/or contracts for loans and purchase of services and other similar documents previously approved by the Board of Directors.

**Section 4** The Executive Director shall present at each meeting of the Board of Directors a report of the status of the programs of the Corporation, and shall perform other such duties as may be assigned by the Board of Directors.

**Section 5** The Executive Director shall have the power to employ all staff members in accordance with positions and salary ranges established and approved by resolution of the Board of Directors. The Executive Director shall have the power to dismiss an employee in accordance with the personnel policies and procedures of the Corporations as established and maintained by the Board of Directors.

**Section 6** The Executive Director may delegate duties as appropriate.

### ARTICLE X – 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-Laws and Corporate Policy Definitions," a copy of which is annexed hereto and made a part hereof as Appendix A, the stipulated definition of such term in said document shall govern for purposes of interpreting the By-Laws and/or the policies of the Corporation.

**Section 2** Conflict of Interest Protocols

The Board shall adopt and oversee the implementation of, and compliance with, a written Whistleblower Protection and Reporting Policy to protect from retaliation persons who report suspected improper conduct. Any Director, Officer, employee, or volunteer of the Corporation who in good faith reports any action or suspected action taken by or within the Corporation shall not suffer intimidation, harassment, discrimination, or other forms of retaliation, or in the case of employees, adverse employment consequence.
Section 4  Audit Oversight Policy
If required by statute, regulation, or contract, and deemed necessary and practicable by the Board of Directors, or if mandated by any empowered governmental agency or required by binding contract, the Corporation shall adopt and at all times honor the terms of an Audit Oversight Policy and shall require that the accounts of the Corporation shall be subject to an annual audit report or audit review prepared by an independent Certified Public Accountant to be overseen by the Board of Directors, or a designated Audit Committee of the Board of Directors, comprised solely of Independent Directors.

Section 5  Related Party Transactions
The Corporation shall not enter into any Related Party Transaction unless the transaction 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. Any Director, Officer, or Key Person who has an interest in a related party transaction shall disclose in good faith to the Board, or an authorized committee thereof, the material facts concerning such interest.

ARTICLE XI – FUNDAMENTAL CORPORATE CHANGES

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

Section 2  Certificate of Incorporation
A. Amendment
An amendment, repeal, or alteration, in whole or in part, of the Corporation’s Certificate of Incorporation shall be authorized by a two-thirds majority vote of the Board of Directors at any Annual Meeting, Regular Meeting, or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Amendment or Restated Certificate of Incorporation is accepted for filing by the New York State Department of State.

B. Construction / Governing Effect
If there is any conflict between the provisions of the Certificate of Incorporation, as may be amended, and these By-Laws, the provisions of the Certificate of Incorporation, and the tenets of the Not-for-Profit Corporation Law of the State of New York shall govern.

Section 3  Merger or Consolidation
Any merger or consolidation of this Corporation shall be authorized only by a two-thirds majority vote of the Board of Directors at any Annual Meeting, Regular Meeting, or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Merger or
Consolidation is accepted for filing by the New York State Department of State.

Section 4  **Dissolution**

A. **Procedure**

Any Dissolution of this Corporation shall be authorized only by a two-thirds majority vote of the Board of Directors at any Annual Meeting, Regular Meeting, or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Dissolution is accepted for filing by the New York State Department of State.

B. **Residual Assets**

As part of the process of obtaining a corporate dissolution, the Corporation shall endeavor to ensure that any residual corporate assets shall be donated to another tax-exempt, not-for-profit organization with purposes similar to those of this Corporation and use its best efforts to have the same authorized by all regulatory agencies and the courts.

Section 5  **Lease and Sale of Real Property**

In any transaction where the Corporation endeavors to purchase, mortgage, sell or lease real property of the Corporation, 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 and permissions required by the Not-for-Profit Corporation Law of the State of New York. In any event where real property is disposed of, the same shall not occur except with the consent of a two-thirds majority vote of the entire Board at a Regular Meeting or Special Meeting called for that purpose.

**ARTICLE XII – FINANCIAL POLICIES**

Section 1  **Contracts**

Except as these By-Laws may otherwise provide, the Board of Directors may authorize any Officer or Officers, agent or agents, in the name of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no Officers, agents or employees shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

Section 2  **Loans**

No loans shall be contracted on behalf of the Corporation, except when authorized by a two-thirds vote of the entire Board of Directors.

Section 3  **Bank Checks and Drafts**

All bank checks and drafts and all other such orders for the payment of monies out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time-to-time be determined.
Section 4 Bank Deposits
All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Section 5 Gifts
The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation, subject to any restrictions under applicable law.

Section 6 Fiscal Year
The fiscal year of the Corporation shall commence on the 1st day of March and conclude on the final day of February.

ARTICLE XIII – AUDIT CLAUSE
In any year where the agency’s gross revenues exceed $750,000, the accounts of the Corporation shall be audited by an independent Certified Public Account (“CPA”) who is not, nor is any member of his or her firm, an Officer, board member, employee, or volunteer of the Corporation or has an immediate family member who is. Said CPA, his or her firm, and any related entities shall perform only audit-related business, and no other business whatsoever, with the Corporation. In any year where the organization’s gross revenues exceed $250,000 but fall short of $750,000, the Corporation shall engage the aforementioned independent CPA to draft a formal review, short of a full audit, on the accounts of the Corporation under the same terms as noted above. The report should minimally include total receivables, gross revenues, profit and loss, liabilities and other such information as to give a clear and accurate picture of the organizations’ fiscal condition to the Board of Directors. In any year where the organization’s gross revenues fall below $250,000, the organization’s Treasurer shall draft and present a report to the Board which shall minimally include total receivables, gross revenues, profit and loss, liabilities and other such information as to give a clear and accurate picture of the organization’s fiscal condition to the Board of Directors.

ARTICLE XIV – CONSTRUCTION
In there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, provisions of the Certificate of Incorporation shall govern.

ARTICLE XV – EXECUTIVE COMPENSATION
Section 1 Review and Analysis
At least annually the entire Board of Directors, and or its Executive Committee, shall engage in a compensation analysis of the Executive Director and any other Key Person as that term is defined by the Not-for-Profit Corporation Law of New York State to run concurrently with that individual’s annual performance evaluation. This compensation analysis shall examine the following criteria to determine, on an annual basis, the reasonableness of Executive Compensation as it applies to this Corporation:

A. The reasonableness of such compensation based on the services to be provided to the Corporation;
B. That there is no relationship between the Corporations’ Chair or any other Board members or Officers of the organization and Executive Director other than one of employment and none of them are related as that term is defined within;

C. That the Executive Director or Key Person has met or exceeded the expectations of their job and brought value to the Corporation, and has also provided significant contributions to the growth and development;

D. That no Board member is related to, or employed by the Executive Director or any entity in which the Executive Director has at least a 35% voting / controlling interest; and

E. That no Board member has a material financial interest affected by reviewing the employee’s compensation.

Section 2  **Total Compensation Determination**

In a meeting where the Executive Compensation deliberation is being made without the Executive Director being present, the entire Board of Directors or the Executive Committee will have described to it, in some form acceptable to the entire Board of Directors or the Executive Committee, the total compensation of the Executive Director plus any changes that have been made throughout the year. The entire Board of Directors or the Executive Committee will, after due deliberation and discussion regarding the total compensation, make a determination regarding whether the Executive Compensation is reasonable and whether sufficient, comparative information existed from like or similar entities, to conclude that the total compensation of the Executive Director or Key Person is reasonable. The Resolution regarding Compensation is attached hereto and made a part hereof in Appendix B.

**ARTICLE XVI – INTENTIONALLY OMITTED**

**ARTICLE XVII – RULES OF ORDER**

In all matters of parliamentary procedure not covered or contradicted by these By-Laws, the Laws of the State of New York, in particular the Not-for-Profit Corporation Law, the rules and regulations of the State of New York as codified in the New York Code of Rules and Regulations (NYCRR), the Internal Revenue Service Code, and the Income Tax Regulations promulgated thereunder, and by the contracts entered into by the Corporation with government, foundation or other funding sources, Roberts Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

**ARTICLE XVIII – INTENTIONALLY OMITTED**

**ARTICLE XIX – INTENTIONALLY OMITTED**

**ARTICLE XX – INTENTIONALLY OMITTED**

**ARTICLE XXI – INTENTIONALLY OMITTED**
ARTICLE XXII – REVIEW OF BY-LAWS

The Corporation shall cause to have these By-Laws reviewed on a periodic basis not to exceed annually by an internal body of the Corporation (i.e., the Executive Committee or an Ad Hoc Committee of the Board of Directors) as well as time to time by outside counsel of the Board’s choosing.

Date of Adoption by the Board of Directors: 26 June 2017

[Secretary of the Board of Directors]: Attest: ______________________________

[Signature]

[Printed Name]
APPENDIX A
By-Laws and Corporate Policy Definitions

1. **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.

2. **Non-Charitable.**
   Any Not-for-Profit Corporation formed, or deemed to be formed, for other than 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, 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.

3. **Related Party.**
   A “Related Party” means (i) any Director, Officer or Key Person of the Corporation, or any Affiliate; (ii) any Relative of any Director, Officer or Key Person of the Corporation, or any Affiliate; or (iii) any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

4. **Affiliate.**
   An “Affiliate” of the Corporation means any entity controlled by, in control of, or under common control with the Corporation.

5. **Director.**
   A “Director” means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.

6. **Officer.**
   An “Officer” means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.

7. **Key Person.**
   A “Key Person” means any person other than a director or officer, whether or not an employee, who (i) has responsibilities, or exercises powers or exercises powers of influence of the Corporation as a whole similar to the responsibilities, powers, or influence of the 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 (iii) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget.

8. **Relative.**
   A “Relative” of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren, and/or great-grandchildren.

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 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 except that a transaction shall not be a Related Party Transaction if: (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 by board 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.

10. Entire Board.

The “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 of Directors 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 a 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.

11. Independent Director.

An “Independent Director” means a Director who:

a) is not, and has not been within the last three years, an employee or Key Person of the Corporation or of an Affiliate of the Corporation, and does not have a Relative who is, or has been within the last three years, a Key Person (as defined by these By-Laws) of the Corporation or of an Affiliate.

b) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Corporation or from an Affiliate;

c) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has provided payments, property, or services to, or received payments, property, or services from, the Corporation or an Affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services, in any of the last three fiscal year, exceeded the lesser of ten thousand dollars or two percent of such entity’s consolidated gross revenues if the entity’s consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity’s consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity’s consolidated gross revenue was ten million dollars or more. For purposes of this definition, the term “payments” does not include contributions; or

d) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer, or employee of the Corporation’s outside auditor or who has worked on the Corporation’s audit at any time during the past three years.

For purposes of this section, “compensation” does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as
a director as permitted by paragraph (a) of Section 202 (General and Special Powers) of the Not-for-Profit Corporation Law of New York State; and “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.

12. Independent Auditor
An “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.
APPENDIX B
RESOLUTION REGARDING THE REASONABLENESS OF THE TOTAL COMPENSATION PAID TO THE EXECUTIVE DIRECTOR MADE CONTEMPORANEOUSLY WITH THE EXECUTIVE DIRECTOR’S ANNUAL PERFORMANCE EVALUATION BY THIS BOARD OF DIRECTORS OF ALLEGANY COUNTY COMMUNITY OPPORTUNITIES AND RURAL DEVELOPMENT, INC.

Upon motion duly made, seconded and carried, the following resolution was adopted by the affirmative vote of the majority of the Board of Directors of Allegany County Community Opportunities and Rural Development, Inc. present at the time of the vote, a quorum being presented at such time:

WHEREAS, Allegany County Community Opportunities and Rural Development, Inc. has called this meeting for the purpose of reviewing the total compensation of the Executive Director with respect to the reasonableness of such compensation based on the services to be provided to the Corporation; and

WHEREAS, there is no relationship between the Corporation’s Chair or any other Board members or Officers of the Corporation and the Executive Director other than one of employment-at-will; and

WHEREAS, the Board of Directors of Allegany County Community Opportunities and Rural Development, Inc. has no potential conflict of interest with regard to any of the Directors or Officers present at this meeting; and

WHEREAS, the Executive Director, who has been the Executive Director of the Corporation for a period of XX years, and has exceeded our expectations and brought value to the Corporation, and has also provided significant contributions to the growth and development of the Corporation, and has unique qualifications, experiences and competencies, as well as performs responsibilities outside of the Executive Director defined responsibilities of her position and receives (total compensation, including salary, benefits, any additional economic benefit and perks, if any); and

WHEREAS, no Board member present at the meeting is related to, or employed by the Executive Director or any entity in which the Executive Director has at least a 35% voting/controlling interest; and

WHEREAS, no Board member has a material financial interest affected by reviewing the Executive Director’s compensation; and

WHEREAS, the Executive Director was not present during the Board’s discussion of the proposed compensation and did not otherwise participate in the compensation review.

NOW, the Board of Directors of Allegany County Community Opportunities and Rural Development, Inc. hereby determines that said compensation is reasonable give the scope of the Corporation’s mission and program delivery.

Dated: Belmont, New York, the ___________ day of ____________________, 20__

______________________________
Secretary