

**BY-LAWS OF
THE NEW YORK STATE ASSOCIATION OF COUNTY HEALTH OFFICIALS, INC.**

Adopted: April 2, 2009

Amended: January 30, 2012

Amended: November 6, 2014

Amended: 2017

Amended: December 8, 2022

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**BY-LAWS OF
THE NEW YORK STATE ASSOCIATION OF COUNTY HEALTH OFFICIALS, INC.**

ARTICLE 1 – PURPOSES

The purposes of the Corporation shall be as set forth in its Certificate of Incorporation, as may be amended therein. It is understood that the Corporation’s activities shall be conducted in a manner that advocates for the public health of the residents and communities of New York State, acting as an agent for local government officials who are conducting the official business of their local health departments.

ARTICLE 2 – MEMBERS

Section 2.1 Members Authorized.

The Corporation shall have one class of members which shall consist each of the Local Health Departments of New York State. Each member shall be represented by its health commissioner, deputy health commissioner, public health director, or other designee selected by such officials. Only members who pay annual dues, as set by the Board of Directors and approved by the General Membership, shall be entitled to vote as members of the Corporation.

Section 2.2 Transfer of Membership.

Membership is not transferable.

Section 2.3 Annual Meetings.

A meeting of members entitled to vote shall be held for the election of Directors and the transaction of other business in May of each year on any day in that month as determined by the Board of Directors, or at a special meeting of the members as soon thereafter as conveniently may be held.

Section 2.4 Special Meetings.

Special meetings of the members may be called at any time by the President, the Board of Directors or members entitled to cast ten percent of the total number of votes entitled to be cast at such a meeting.

Section 2.5 Regular Meetings.

Regular meetings of the members shall be held at least quarterly, unless cancelled or otherwise re-scheduled for reasonable cause by the Board of Directors. No business requiring member approval under applicable statute shall be transacted at these meetings unless notice of such meeting is provided in accordance with Section 2.9.

Section 2.6 Participation by Telephone or Video Conferencing.

Any or all members may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the members, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

Section 2.7 Action by Members Without a Meeting.

Any action required or permitted to be taken by the members may be taken without a meeting if all members consent to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the Corporation. Consent may be provided; (i) in writing signed by the member either in hard copy or by affixing a signature by any reasonable means (i.e fax signature); or (ii) by electronic mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the member.

Section 2.8 Place of Meetings.

Meetings of members shall be held at the principal office of the Corporation, at such other place, within or without the State of New York, as may be fixed by the Board of Directors, or held by permissible electronic means without a specific location.

Section 2.9 Notice of Meetings.

- (a) Written notice shall be given of each meeting of members, shall state the place, date, hour, and electronic call-in or log-in information of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.
- (b) A copy of the notice of any meeting shall be given, personally, by first class mail, by fax or by electronic mail not less than ten (10) nor more than fifty (50) days before the date of the meeting. If notice is provided by another class of mail, notice shall be give not less than thirty (30) nor more than sixty (60) days before such date, to each member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or if the member shall have filed with the Secretary a written request that notices to the member be mailed to some other address, then directed to the member at such other address. If sent by fax or electronic mail, such notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or to such fax number or other electronic mail address as filed with the Secretary of the Corporation; provided, that notice shall not be deemed delivered if: (a) the Corporation is unable to deliver two (2) consecutive notices to the

individual by electronic mail or fax; or (b) the Corporation otherwise becomes aware that notice cannot be delivered to the individual by electronic mail or fax.

- (c) Notice of a meeting need not be given to any member: (a) who submits a signed waiver of notice either before or after the meeting; or (b) who attends the meeting without protesting the lack of notice to him/her prior to or at the start of the meeting. Waivers may be provided: (i) in a writing signed by member or the member's proxy either in hard copy or by affixing a signature by any reasonable means (i.e., fax signature); or (ii) by electronic mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the waiver.

Section 2.10 Qualification of Voters.

- (a) Every member of record of the Corporation, in good standing, shall be entitled at every meeting of the members to one vote. Members in good standing are those that have paid their annual dues.
- (b) The Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than ten days before the date of the meeting.

Section 2.11 Quorum and Adjourned Meetings.

- (a) Members entitled to cast twenty- five percent (25%) of the total number of votes entitled to be cast at a meeting of members 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 members.
- (b) Despite the absence of a quorum, the members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. Otherwise, notice of the time and place of the adjourned meeting shall be provided to all members as per the notice requirements under section 2.9 of these By-Laws. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board of Directors fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice under Section 2.9 of this Article of the By-laws.

Section 2.12 Organization.

At every meeting of the members, the President, or in the absence of the President, a Vice President, or in the absence of such officers, a person selected by the meeting, shall act as chairperson of the meeting. The Secretary or, in the absence of the Secretary, any Assistant

Secretary, shall act as secretary of the meeting, and in the absence of both the Secretary and any Assistant Secretary, a person selected by the meeting shall act as secretary of the meeting.

Section 2.13 Voting.

- (a) Whenever any corporate action, other than the election of Directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation be authorized by a majority of the votes cast at such meeting.
- (b) Directors shall be elected by a plurality of the votes cast at a meeting of members except as otherwise required by law.
- (c) Except as otherwise provided by statute and/or these By-Laws, an “act,” or “action,” of the Membership shall mean an action at a Meeting of the Membership authorized by vote of a majority of the members present at the time of the vote, provided a sufficient quorum is present.

Section 2.14 Proxies.

- (a) Every member entitled to vote at a meeting of the membership, or to express consent or dissent without a meeting, may authorize another person or persons to act on his/her behalf by use of a proxy. To be valid and enforceable, each proxy must be submitted before, or presented at, the Meeting of the Membership for which it is intended.
- (b) Every proxy must be signed by the member or the member’s attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Proxies may be provided in writing or electronically provided that the transmission of the proxy includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the proxy. Proxies provided by electronic mail must include information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the proxy.
- (c) The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Secretary or an Assistant Secretary.

Section 2.15 Inspectors of Election.

- (a) The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting by the person presiding thereat. Each

inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his or her ability.

- (b) The inspectors shall determine the number of membership certificates outstanding and the voting power of each, the certificates represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

Section 2.16 List of Members at Meeting.

A list or record of members entitled to vote, certified by the Secretary or any Assistant Secretary, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote thereat may vote at such meeting.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3.1 Power of Board and Qualification of Directors.

The Corporation shall be managed by its Board of Directors. Directors must be employed by or designated a representative of a member.

Section 3.2 Number and Term of Office.

- (a) The Board of Directors shall consist of not less than five (5) Directors, the actual number of Directors to be determined from time to time by resolution of the votes cast by the vote of the majority of the entire the Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. At least one director shall be a representative of a health department in a county with a population of 100,000 or less. At all times, at least three (3) Directors shall be “independent” directors as defined in Appendix A of these By-laws.
- (b) The following shall serve as an ex officio, voting members of the Board of Directors: the President, Vice President, immediate Past President, and the Chairs of each Committee of

- the Board. (“Ex Officio Directors). The member representing the New York City Department of Health & Mental Hygiene shall appoint one Director (“NYC Director”).
- (c) As used in these By-laws, “entire Board of Directors” or “entire Board” means: (i) the number of Directors set by the Board pursuant to subsection (a) above; or (ii) the actual number of Directors in office as of the most recently held election of Directors plus the Directors appointed such as the Immediate Past President and the NYC Director.
 - (d) Directors who do not serve as Ex Officio Directors or NYC Director shall be elected for three (3) year terms (“Elected Directors”). Elected Directors shall be divided into three (3) classes of approximately the same size for purposes of staggering terms of office. At each Annual Meeting of members, one class of Elected Directors shall be elected to serve until their successors have been elected and qualified.
 - (e) No Elected Director shall serve for more than two (2) consecutive full three (3) year terms. Service as an Ex Officio Director shall not be included in this limit, provided, however, that total service as a Director in any capacity whether as an Elected Director, an Ex Officio Director or a NYC Director shall be limited to nine (9) years. An Elected Director who has served for two (2) consecutive full three (3) terms can serve again after a respite of at least one (1) year.
 - (f) Each Director shall have one (1) vote. Directors shall not vote by proxy.

Section 3.3 Honorary Board Members.

The members may designate up to three (3) individuals who may serve as Honorary Board Members. Honorary Board Members shall serve as non-voting members of the Board of Directors and shall serve at the discretion of the members.

Section 3.4 Organization.

At each meeting of the Board of Directors, the President, or in the absence of the President, the Vice President, shall preside, or in the absence of either of such officers, a chairperson chosen by a majority of the Directors present shall preside. The Secretary shall act as Secretary of each meeting of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its Secretary from those in attendance at the meeting.

Section 3.5 Resignations and Removal of Directors.

- (a) Any Director of the Corporation may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. The Board of Directors is not required to accept the resignation for the resignation to take effect.
- (b) Any or all of the Directors may be removed with or without cause by vote of the members, or by vote of the Directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which

such action is taken. Cause shall include, but not be limited to, any three (3) consecutive absences from regular meetings of the Board of Directors. Removal of any Ex Officio Director may only be removed or suspended in accordance with Section 5.4.

Section 3.6 Newly Created Directorships and Vacancies.

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason shall be filled by vote of a majority of Directors then in office provided there is a quorum. Directors elected to fill newly created Directorships shall hold office until their successors have been elected or appointed and qualified; there shall be no classification of these Directors until the next annual meeting of members. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of Directors is in the regular order of business, and until their successors are elected and have qualified.

Section 3.7 Action by the Board of Directors.

- (a) Except as otherwise provided by law or in these By-laws, the act of the Board of Directors means action taken at a meeting of the Board at which a quorum is present by vote of a majority of the Directors present at the time of the vote.
- (b) Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the Board or committee. Consents may be provided: (i) in a writing signed by the Director or committee member either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by electronic mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Director or committee member.
- (c) Any or all Directors or any committee may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

Section 3.8 Place of Meetings.

The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine unless otherwise provided by the Certificate of Incorporation or these By-laws.

Section 3.9 Annual Meetings.

As soon as practical after each annual meeting of the members and their election of Directors, the Board of Directors shall hold an Annual Meeting of the Directors for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

Section 3.10 Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

Section 3.11 Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the President and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by fax, by electronic mail or by mail, it shall be given not less than three (3) days before the meeting. If notice is sent by fax or electronic mail, notice is given when directed to the individual's fax number or electronic, or by any two (2) Directors. Notice shall be given orally, by fax, by electronic mail or by mail address provided by the individual to the Corporation; provided, that notice shall not be deemed delivered if: (a) the Corporation is unable to deliver two (2) consecutive notices to the individual by electronic mail or fax; or (b) the Corporation otherwise becomes aware that notice cannot be delivered to the individual by electronic mail or fax.

Section 3.12 Waivers of Notice.

Notice of a meeting need not be given to any Director: (a) who submits a signed waiver of notice either before or after the meeting; or (b) who attends the meeting without protesting the lack of notice to him or her prior to or at the start of the meeting. Waivers may be provided: (i) in a writing signed by the Director either in hard copy or by affixing a signature by any reasonable means (i.e., fax signature); or (ii) by electronic mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the waiver.

Section 3.13 Quorum.

- (a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.
- (b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

Section 3.14 Compensation.

Directors, ex officio Directors, the NYC Director, and Honorary Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 3.15 Annual Report.

The Board of Directors shall present at the Annual Meeting of members a report certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.
- (b) The principal changes in assets and liabilities; including during said fiscal period.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period.
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.
- (e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found.

The Annual Report needs to provide the above information as of the end of the twelve (12) month fiscal period terminating not more than six (6) months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Corporation and a copy included in the minutes of the Annual Meeting of members.

Section 3.16 Investment Matters.

The Board of Directors shall complete the following actions with respect to oversight, management and reporting on donor restricted and investment assets:

- (a) Adopt or reaffirm a written investment policy, setting forth guidelines on investments and delegation of management and investment functions in accord with the standards of the New York Prudent Management of Institutional Funds Act (“NYPMIFA”).
- (b) Cause accurate accounts to be kept regarding donor restricted assets separate and apart from the accounts of other assets of the Corporation. Unless the terms of a particular gift provide otherwise, the Treasurer shall make an annual report to the Board of Directors concerning assets subject to a donor restriction and the use made of such assets and of the income thereof.
- (c) Unless otherwise delegated to an investment committee, review and establish an annual spending rate for endowment funds in accordance with NYPMIFA.

ARTICLE 4 – COMMITTEES

Section 4.1 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 4.2 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 have designated specific authority from time-to-time by the Board to take action that would legally bind the Board and/or the Corporation. The Chairs of Committees of the Board shall be elected by majority vote of the entire Board of Directors at the Annual Meeting of the Board of Directors and shall serve for a one (1) year term and until their successors are elected and qualified; provided, however, that the Board, in its discretion, may designate any Committee of the Board to have Co-Chairs.

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 Bylaws, including, but not limited amendment, or repeal, of these Bylaws or the adoption of new Bylaws;
- v. amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal;
- vi. election or removal of Officers and Directors;
- vii. approval of a merger or plan of dissolution;
- viii. 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. 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 entire Board of Directors.

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

Section 4.2.1 Executive Committee.

The Executive Committee shall be comprised of the elected Officers of the Corporation, President, Vice President, Secretary, Treasurer, and any additional members of the Board of Directors that may be appointed to serve on the Committee from time-to-time. The Board President shall serve as the Chair of the Executive Committee. The Executive Committee shall be responsible for overseeing the annual performance evaluation and compensation analysis of the Corporation's Executive Director. 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.

Section 4.2.2 Audit and Finance Committee.

The Audit and 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 to 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 and 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. With regards to responsibilities relative to conflicts of interest, whistleblower protection and auditing oversight, 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 Bylaws as Appendix “C,” and any case specific Related Party Transaction reports, together with 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 4.2.3 Development Committee.

The Development Committee shall be comprised of shall be comprised of at least three (3) Directors appointed by the board. The immediate past president shall serve as the Chair of the Executive Committee. The purpose of this committee is to direct and influence special projects that are being led by the association on an as needed basis.

Section 4.3 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. Of these three (3) individuals, one (1) must be a board Director or past Board Director. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or the Corporation. Committees of the Corporation may include non-Directors, members and individuals from the general community.

Section 4.3.1 Nominating Committee.

There shall be a Nominating Committee which shall be a committee of the Corporation and shall consist of three (3) members who shall be elected by the Board of Directors. Nominating Committee members shall serve one-year terms and shall present a slate of nominees for Officers and the Board of Directors.

Section 4.3.2 Workforce and Funding Committee.

There shall be a workforce and funding committee which shall be a committee of the corporation and shall consist of three (3) members who shall be elected by the Board of Directors. One (1) of the three members must be an elected board Director. Workforce and Funding Committee members shall serve one year terms and shall present a slate of nominees for officers and the Board of Directors.

Section 4.3.3 Environmental Health Committee.

There shall be an environmental health committee which shall be a committee of the corporation and shall consist of three (3) members who shall be elected by the Board of Directors. One (1) of the three members must be an elected board Director. Environmental Health Committee members shall serve one year terms and shall present a slate of nominees for officers and the Board of Directors.

Section 4.3.4 Disease Control Committee.

There shall be a Disease Control committee which shall be a committee of the corporation and shall consist of three (3) members who shall be elected by the Board of Directors. One (1) of the three members must be an elected board Director. Disease Control Committee members shall serve one-year terms and shall present a slate of nominees for officers and the Board of Directors.

Section 4.3.5 Maternal Child Health Committee.

There shall be a Maternal Child Health committee which shall be a committee of the corporation and shall consist of three (3) members who shall be elected by the Board of Directors. One (1) of the three members must be an elected board Director. Maternal Child Health Committee members shall serve one-year terms and shall present a slate of nominees for officers and the Board of Directors.

Section 4.3.6 Emerging Issues Committee.

There shall be an Emerging Issues committee which shall be a committee of the corporation and shall consist of three (3) members who shall be elected by the Board of Directors. One (1) of the three members must be an elected board Director. Emerging Issues Committee members shall serve one-year terms and shall present a slate of nominees for officers and the Board of Directors.

Section 4.3.7 Rural Counties Committee.

There shall be a Rural Counties committee which shall be a committee of the corporation and shall consist of three (3) members who shall be elected by the Board of Directors. One (1) of the three members must be an elected board Director. Rural Counties Committee members shall serve one-year terms and shall present a slate of nominees for officers and the Board of Directors.

Section 4.3.8 Past Board Director Committee.

There shall be a Past Board Director committee which shall be a committee of the corporation and shall consist of past board members of NYSACHO who are eligible to serve with three-year terms of the board. Past board members of NYSACHO, are eligible to serve on the committee with 3-year terms to be renewed by the board. Past members who have been voted “accepted” by a quorum of the Board of Directors shall become members of the committee.

Section 4.4 Meetings.

Notice of committee meetings shall be provided in the same manner as meetings of the Board of Directors. Meetings of committees shall be held at such time and place as may be fixed by the President of the Corporation, the Chair of the committee or by vote of a majority of all the members of the committee.

Section 4.5 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 the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

Section 4.6 Tenure of Members of Committees of the Board.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 4.7 Alternate Members.

The Board of Directors may designate one (1) or more Directors as alternate members of the Executive Committee or of any committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE 5 - OFFICERS

Section 5.1 Number.

The Officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary and such other officers as the Board of Directors may in its discretion determine. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. No employee of the Corporation shall serve as President or as an officer with similar duties unless approved by two-thirds vote of the entire Board and such approval is contemporaneously documented.

Section 5.2 Term of Office and Qualifications.

- (a) The President and Vice President must be members of the Corporation.
- (b) The Vice President shall be elected by the members. The office of President shall be filled by the Vice President for the previous terms. The Vice President shall serve one (1) year as Vice President and the succeeding year as President. If the Vice President was not elected by the members, he/she shall succeed to the office of President to fill a vacancy only until the next annual meeting, when the office of President shall be filled by vote of the membership.
- (c) The Secretary, the Treasurer and any remaining officers shall be elected by the Board of Directors at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall be one year and until the officer's successor is elected or appointed and qualified.

Section 5.3 Additional Officers.

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

Section 5.4 Removal of Officers.

Any officer elected by the members may be removed, with or without cause, only by vote of the members; provided, however, that any such officer's authority to act as an officer may be suspended by the Board of Directors for cause. Any officer elected by the Board of Directors may be removed by the members or the Board with or without cause at any time.

Section 5.5 Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery. The Board of Directors is not required to accept the resignation for the resignation to take effect.

Section 5.6 Vacancies.

A vacancy in any office shall be filled by the Board of Directors.

Section 5.7 President.

The President shall preside at all meetings of the members and of the Board of Directors at which the President is present. The President shall also perform such other duties as may be assigned from time to time by the Board.

Section 5.8 Vice President.

In the absence or incapacity to act of the President, or if the office of President be vacant, the Vice President shall preside at all meetings of the members, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 5.9 Treasurer.

The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies,

or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.10 Secretary.

It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall prepare, or cause to be prepared, for use at meetings of the members the list or record of members referred to in Article 2, Section 2.16 of these By-laws and shall certify such list; the Secretary shall keep a current list of the Corporation's Directors and officers and their residence addresses. The Secretary shall have custody of the minute book containing the minutes of all meetings of members, Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody.

Section 5.11 Appointed Officers.

The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

Section 5.12 Assignment and Transfer of Stocks, Bonds and Securities.

The President, the Vice Presidents, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE 6 – EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director upon such terms and conditions as are agreed upon by the Board. The Executive Director shall report to the Board and shall perform such duties as may be directed by the Board. The Executive Director serves at the pleasure of the Board.

ARTICLE 7 - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 7.1 Execution of Contracts.

The Board of Directors, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument (including stocks, bonds, subscription rights

or other securities), 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, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 7.2 Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 7.3 Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money 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 in such manner as shall from time to time be determined by resolution or policy of the Board of Directors.

Section 7.4 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, trust companies or other depositories as shall from time to time be determined by resolution or policy of the Board of Directors.

ARTICLE 8 - INDEMNIFICATION AND INSURANCE

Section 8.1 Authorized Indemnification.

Unless clearly prohibited by law or Section 8.2 of this Article, the Corporation shall indemnify any person (“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 or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate of a person), whether before or after adoption of this Section, (a) is or was a Director or officer of the Corporation, or (b) in addition 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, and any appeal thereof.

Section 8.2 Prohibited Indemnification.

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or

proceeding) 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 he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 8.3 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 the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 8.2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 8.4 Indemnification of Others.

Unless clearly prohibited by law or Section 8.2 of this Article, the Board of Directors may approve Corporation indemnification as set forth in Section 8.1 of this Article or advancement of expenses as set forth in Section 8.3 of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 8.5 Determination of Indemnification.

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 8.2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 8.6 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 8.7 Insurance.

The Corporation is not required to purchase Directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8.8 Nonexclusive Rights.

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, officer, employee or volunteer providing 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 8.2 of this Article.

ARTICLE 9 - GENERAL

Section 9.1 Office.

The office of the Corporation shall be at such place in the County of Albany, State of New York, as the Board of Directors may determine.

Section 9.2 Adoption of Policies and Procedures.

The Board of Directors, by resolution, shall adopt such rules, policies and procedures as it may deem necessary and appropriate to the operation of the Corporation, including, but not limited to, a Conflicts of Interest policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the Corporation that is contrary to these By-laws and applicable law as may be amended from time to time.

Section 9.3 Books and Records.

There shall be kept at the office of the Corporation: (1) correct and complete books and records of account; (2) minutes of the proceedings of the members, the Board of Directors and any committee of the Board; (3) a current list of the Directors and officers of the Corporation and

their residence addresses; (4) a list of record containing the names and addresses of all members; (5) a copy of these By-laws; (6) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service; and (7) copies of the past three (3) years' information returns and Form 990-T's (if any) filed with the Internal Revenue Service.

Section 9.4 Loans to Directors and Officers.

No loans, shall be made by the Corporation to its Directors or officers, or to any other Corporation, firm, Corporation or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

Section 9.5 Fiscal Year.

The fiscal year of the Corporation shall commence January 1 in each calendar year and end on December 31.

ARTICLE 10 FUNDAMENTAL COPRORATE CHANGES

Section 10.1 By-Law Amendment.

These By-laws may be amended, repealed or altered, by a two-thirds (2/3) majority vote of the Directors present at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, excepting that the Board shall have no authority to amend, repeal or alter Article 2, this Article 10 or any other By-law applicable to the rights, entitlements and/or obligations of the members. Any amendment, repeal or alteration of the By-laws authorized by the Board shall be presented to the Membership at the next Annual Meeting or Special Meeting of the Membership called for that purpose, and may be vetoed, in whole or in part, or otherwise modified by majority vote of the members present. The Membership may, by majority vote of the members present at any Annual Meeting or Special Meeting of the Membership called for that purpose, amend, repeal or alter Article 2, this Article 10, any other By-law applicable to the rights, entitlements and/or obligations of the members or the By-laws, in their entirety, with or without the consent of the Board,

Section 10.2 Certificate of Incorporation Amendment.

The Certificate of Incorporation of the Corporation may be changed or amended, in whole or in part, by a two-thirds (2/3) majority vote of each the Board of Directors, and by a two-thirds (2/3) majority vote of those entitled to cast ballots for a resolution of the Membership, provided all statutory approvals are subsequently secured and any Certificate of Amendment or Restated Certificate of Incorporation is accepted for filing by the New York Department of State.

Section 10.3 Purchase, Lease, Sale, Mortgage or Disposition of Real Property or Other Assets.

The purchase, lease (for five (5) or more years), sale, mortgage or disposition of all, or substantially all, of the real property or other assets of the Corporation shall only be authorized by a two-thirds (2/3) majority vote of the Board of Directors and a two-thirds (2/3) majority vote of those entitled to cast ballots for a resolution of the Membership.

Section 10.4 Creation of Corporate Affiliate Relationship.

The Corporation may only enter into any affiliate arrangement, such as a parent/subsidiary relationship with another corporation, or form a new corporation for purposes of establishing an affiliate relationship, by a two-thirds (2/3) majority vote of each the Board of Directors and by a two-thirds (2/3) majority vote of those entitled to cast ballots for a resolution of the Membership.

Section 10.5 Merger or Consolidation.

This Corporation may be merged or consolidated by a two-thirds (2/3) majority vote of each the Board of Directors and by a two-thirds (2/3) majority vote of those entitled to cast ballots for a resolution of the Membership, provided all statutory approvals are subsequently secured and any Certificate of Merger or Consolidation is accepted for filing by the New York State Department of State.

Section 10.6 Dissolution.

10.6.1 Procedure.

This Corporation may be dissolved by a two-thirds (2/3) majority vote of each the Board of Directors and by a two-thirds (2/3) majority vote of those entitled to cast ballots for a resolution of the Membership, provided all statutory approvals are subsequently secured and a Certificate of Dissolution is accepted for filing by the New York Department of State.

10.6.2 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 qualified under Section 501(c)(3) of the Internal Revenue Code with purposes similar to those of this Corporation.

ARTICLE 11 STATUTORY COMPLIANCE

Section 11.1 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 Corporation policies.

Section 11.2 Conflicts of Interest & Related Party Transaction Protocols.

This Corporation 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 Employees 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 Conflicts of Interest and Related Party Transactions to the Board of Directors, or an authorized committee, as appropriate.
- 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,

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 11.3 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 11.2 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 11.4 Potential Conflicts Disclosure Statement.

The Potential Conflicts Disclosure Statement of the Corporation required in order to comply with the mandates of Section 11.2 of this Article is annexed hereto, and made a part hereof as Appendix "C."

Section 11.5 Whistleblower Protection Protocols.

The Corporation shall endeavor to protect any “Member,” “Director,” “Officer,” employee, including any “Key Employee” (each 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 members, Directors, Officers, employees, including Key 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. 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), and/or otherwise 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 11.6 Whistleblower Protection Policy.

The Whistleblower Protection Policy of the Corporation required in order to comply with the mandates of Section 11.5 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 11.7 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 and 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 11.8. Audit Oversight Policy.

The Audit Oversight Policy required in order to comply with the mandates of Section 11.7 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.

APPENDIX A – By-Law & Corporation 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. It also includes the immediate Past President and the NYC Director.
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 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 Employee (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 made “payments” to, or received “payments” from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this 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, provided that such services are available to individual members of the public on the same terms; 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 "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, provided that such services are available to individual members of the public on the same terms.

7. Key Employee - means any person who is in a position to exercise substantial influence over the affairs of the Corporation, or has been in the prior 5 years.

- A description of relevant factors is at 26 CFR §53.4958-3(e)(2); note, this includes persons who have contributed more than \$5,000, if it exceeds 2% of total contributions that year, in any of the five most current tax years.

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 Corporation, 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. Related Party - means:
 - i. any Director, Officer or Key Employee of the Corporation or any Affiliate, or any other person who exercises the powers of directors, officers or key employees over the affairs of the Corporation or any affiliate of the Corporation;
 - ii. any Relative of any individual described in clause (i); 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%).
12. 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.
13. 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.

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 Employee 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 Employee 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 not, or 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 current, or prior, service of an Officer, Director or Key Employee 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 Employee 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 not, or 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 Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

c. Related Party. Related Party. A "Related Party" means any:

- i. Officer, as defined by statute;
- ii. Director, as defined by statute;
- iii. Key Employee [any person who is in a position to exercise substantial influence over the affairs of the Corporation, or has been in the prior 5 years, such as Directors or Officers]
 - a. A description of relevant factors is at 26 CFR §53.4958-3(e)(2); note, this includes persons who have contributed more than \$5,000, if it exceeds 2% of total contributions that year, in any of the five most current tax years;
- 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 Employee, founder or substantial contributor;
- vii. Partnership or professional corporation where an Officer, Director or Key Employee, 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 Employee, 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 Employee, 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 Employee (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 and 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 Employee of this Corporation, or a Relative thereof, all as defined by statute, as an officer, director, trustee, key employee 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. *Personal Benefit from Common Transactions.*

The current, or prior, receipt by an Officer, Director or Key Employee 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, shall not 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, provided that the recipient does not, or has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

8. *Standard of Review.*

For purposes of this policy, amongst the considerations of the Board of Directors, the Audit and 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.

9. *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 to be fair, reasonable and in the Corporation's best interest at the time of such determination.

10. *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 and 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.

11. *Restrictions.*

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, the Audit and 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.

12. *Recognized Exceptions.*

Although not stipulated in statute, the Charities Bureau of the New York State Office of the Attorney General has advised that a certain transaction that might, by definition, be considered a Conflict of Interest and/or a Related Party Transaction need not necessarily be subject to, otherwise applicable, contemporaneous documentation requirements stipulated herein as a consequence of it being a matter that would not customarily require the action or approval of the Board of Directors. As a consequence of the foregoing, while all other obligations of this policy remain in effect, the Corporation need not contemporaneous document, or disclose for auditing purposes, any of the following:

- i. de minimis transactions — transactions being of a small size relative to this Corporation's budget and assets, which would customarily fall below the threshold of review by the Board of Directors;
- ii. ordinary course of business transactions — transactions or activities that are undertaken in the ordinary course of business by staff of this Corporation, as consistent with either past corporate or sector practices;
- iii. mission-focused transactions — transactions involving benefits provided to a Director solely as a consequence of his/her membership in a class of individuals that the Corporation intends to benefit in accomplishing its mission, provided any such transactions are authorized in good-faith, without any undue benefit to the conflicted, or otherwise interested, Director; and/or,
- iv. compensation related transactions — transactions related to compensation, or reimbursement of a Related Party, or otherwise conflicted Director, for reasonable expenses incurred on behalf of this Corporation.

Nothing herein shall be interpreted so as to permit or authorize a Related Party, or otherwise conflicted Director, to attempt to improperly influence the decision-maker(s) or reviewer(s) in a given Related Party Transaction, or other conflicted matter.

13. *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 of an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.

14. *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 Conflict 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 Employee (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; and
- understand that the Executive Director, as the Corporation’s chief administrative officer, has the sole responsibility for the day-to-day management of the Association,

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; and
- 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; and
- 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 Employees
- 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; and
- always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director. Follow the membership Code of Conduct voted on by the General Membership.

APPENDIX D – Whistleblower Protection Policy

1. Intent.

The Corporation shall endeavor to protect any "Member," "Director," "Officer" (each as defined by these By-laws) employee, including any "Key Employee" (as defined by Appendix "A") 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.

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 and Finance Committee, the report shall ordinarily be forwarded to the Chair of the Audit and 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 and 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 a "Protection Officer" responsible for overseeing the Corporation's response to the whistleblower's report;
- 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 and Finance Committee, or designated 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 and 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 and Finance Committee shall act on the written report of the Chair, or designated 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 and Finance Committee, or 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.

5. *Retaliation Protections.*

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

6. *Documentation.*

The Audit and 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 member, 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, member, 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, members, 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 and 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 or 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 and Finance Committee, which shall be comprised solely of “Independent Directors” (as defined by Appendix “A”), 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 comprised solely of Independent Directors or the Entire Board, itself.

4. *Revenue-Imposed Duties.*

The Audit and 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 and Finance Committee deliberations or voting relating to matters set forth in this Appendix.