

THE URBAN JOBS TASK FORCE OF SYRACUSE

BY-LAWS

Ratified: April 26, 2022

Article I. Name and Purpose

Section 1.1: Corporate Name and Place of Business. This corporation is named the “Urban Jobs Task Force of Syracuse, Inc.” (“UJTFS” or “corporation”), an entity incorporated as a charitable organization under the laws of the State of New York. The principal place of business is the City of Syracuse, Onondaga County, State of New York. The UJTFS is recognized by the Internal Revenue Service (IRS) as a 501c3.

Section 1.2: Purpose and Mission. The Urban Jobs Task Force of Syracuse (“UJTFS”) is a collaboration of individuals and organizations advocating for and with disadvantaged Syracusans for equitable employment and economic opportunities. Our vision is a Syracuse where all prosper through good paying jobs and meaningful careers.

Section 1.3: Fiscal Year. UJTFS’s fiscal year shall begin January 1.

Article II: General Membership

Section 2.1: Eligibility and Purpose. Members of the UJTFS can be organizations or individuals. Organizations and individuals must be located or reside in Onondaga County and support the UJTFS mission, as defined in Section 1.2.

Non-Onondaga County residents may be deemed eligible for individual membership by special stipulation of the Board of Directors. Representatives and alternates of member organizations are not eligible to join the UJTFS as individual members; other persons related to member organizations may be individual members.

Organizations and individuals must complete a membership form. Organizations must designate one voting representative and one alternate voting representative, if appropriate, in such membership form. The powers of the membership include but are not limited to: reviewing and approving the UJTFS’s goals and general policy objectives, choosing officers, participating on committees, attending and having a voice at meetings, and amending by-laws.

Section 2.2. Decision Making. Membership shall make decisions during membership meetings, as defined in Section 6.1. Electronic/telephonic attendance and voting is allowed. Proxy voting is not allowed. In making decisions at such membership meetings, the membership will seek to achieve consensus. When full consensus is not possible, decisions can be made by a majority vote of present members. A quorum shall be 25% of the membership.

Section 2.3. Annual Dues. Eligible organizations and individuals must pay annual membership dues

to be considered voting members. Annual dues to be in an amount determined by the Board.

Section 2.4. Membership Attendance. To be a member in good standing, such member must not miss three consecutive meetings. Member organizations or individuals that fail to meet this attendance policy may have their membership revoked at the Annual Membership meeting.

Section 2.5. Suspending, Terminating, and Reinstating Memberships. This section applies to organizational and individual members.

Membership may be suspended or terminated with or without cause by majority vote of the Board of directors at a regular or special Board meeting. Reasons for termination include but are not limited to: failing to be current on dues as provided herein; failing to meet the attendance requirement in Section 2.4; that violate the Certificate of Incorporation, the By-laws, or the rules and policies of the corporation; actions that interfere with the operation of the organization.

If the Board suspends a membership, at its discretion it may send written notice to the member containing the reason for suspension and any conditions or dates relevant to ending the suspension and reinstating or terminating membership.

A member may appeal to the Board for reinstatement which may be granted, continued or denied by majority vote of the Board at a regular or special Board meeting.

Article III: Board of Directors

Section 3.1: Board Role, Size, and Term. The Board of Directors shall manage the UJTFS. Board members must be at least 18 years of age. The Board will be responsible for making management and operational decisions. In addition, the Board will establish and oversee committees to implement policies and meet the UJTFS's goals. The Board shall consist of the following: President, Vice President, Secretary, Treasurer (Officers - see Article IV) and any special committee chair(s) as provided for in Section 5.4. The term of office for all Board members and Officers shall be one year and shall begin immediately upon election of Officers in UJTFS's Annual Meeting as defined in Section 6.1. Officers may be re-elected. The Board will receive no compensation other than reasonable expenses as defined in Section 10.1. All Directors are responsible for being conversant with the UJTFS by-laws.

Section 3.2: Board Selection and Elections. Nominations of Officers shall be made by a Special Committee. Such Special Committee shall create a ballot of nominees. Selection of the Officers shall be by majority vote of those present and voting at the Annual Membership meeting.

Section 3.3: Quorum and Adjournments. A majority of Board Directors constitute a quorum that is necessary for decisions to be made at any Board meeting. In the absence of a quorum, at any Board meeting, a majority of the directors present may adjourn or reschedule the meeting, but otherwise may not conduct any organizational business. Notice of adjournment and rescheduling shall be given by the Secretary to all Board members who are absent at the time of the original meeting.

Section 3.4: Decision Making. In making decisions at Board meetings, as defined in Section 6.5, the Board will seek to achieve consensus. When a consensus is not possible, decisions can be made by a

majority vote of the Board directors in attendance, provided there is a quorum. At any meeting of the Board, each director shall be entitled to one vote.

Section 3.5. Vacancies, Removal, Termination, and Resignation. A director may be removed with or without cause at any regular or special Board meeting or by a motion in writing approved by two-thirds vote of the entire board.

Reasons for removal for cause include but are not limited to: unexcused absence from two (2) board meetings in one calendar year; actions that breach the fiduciary duties of care, loyalty and obedience; actions that violate the Certificate of Incorporation, the By-laws, or the rules and policies of the corporation; actions that interfere with the operation of the organization.

Vacancies of Officers will be filled by majority vote of the remaining Board as soon as possible, at a regular or special Board meeting; vacancies of Committee Chair(s) will be filled by that committee or by the Board. Officers thus installed on the Board will stand for election at the next Annual Membership meeting.

Article IV: Officers

Section 4.1: Designation of Officers. The Officers of the Board of Directors are as follows: President, Vice-president, Secretary, and Treasurer.

Section 4.2: Powers and Duties of Officers of the Board. The Officers of the Board shall have all the usual powers and duties exercised by the Officers of a voluntary organization.

- (a) **President**- It shall be the duty of the President to convene and preside over regularly scheduled meetings of the Board and the membership. The President shall have general supervision over the UJTFS's affairs and keep the Board fully informed and consult the directors concerning activities of the UJTFS. The President shall represent the UJTFS and sign all contracts and obligations authorized by the Board. The President shall perform other additional duties as assigned by the Board of Directors or the membership.
- (b) **Vice-president**- It shall be the duty of the Vice-president to perform all duties of the President in the President's absence. The Vice-president shall perform such powers and duties as the Board of Directors or membership may designate.
- (c) **Secretary**- It shall be the duty of the Secretary to take minutes at all meetings and distribute minutes via email prior to the next meeting. The Secretary may perform other powers or duties as assigned by the Board of Directors or the membership.
- (d) **Treasurer**- It shall be the duty of the Treasurer to be responsible for receiving and depositing all funds of the UJTFS and all disbursement of funds must be authorized by the Board of Directors. The Treasurer must keep clear and complete financial records and maintain regular books of account. The Treasurer must submit monthly and quarterly financial and accounting records of the UJTFS to the Board of Directors. The Treasurer shall distribute, collect and maintain annual conflict of interest forms and all other corporate records including membership forms and dues. The Treasurer shall be a member of the Finance Committee and perform any additional duties as

designated by the Board or the membership.

Article V: Committees

Section 5.1: Committee Formation. The Board may create committees as needed. All committee members serve a term not exceeding one year and may be re-appointed. All committees must be comprised of at least three people. All committees must have a quorum of a majority of its members present in order for committee meetings to occur and decisions to be made. The general membership may join Special Committees but may not be a part of the Executive or Finance and Audit Committee.

Section 5.2: Executive Committee. The Executive Committee will oversee the administrative tasks of the UJTFS. President shall create the agenda for Board meetings. The Executive Committee shall create the agenda for all membership meetings. The Executive Committee shall be comprised of all Officers. It shall also be the duty of the Executive Committee to review all operations of the Finance and Audit Committee.

Section 5.3: Finance and Audit Committee. The Finance and Audit committee will oversee the financial activities of the UJTFS and from time to time will submit recommendations to the membership and/or Board as to proposed changes in financial policy and its implementation. The Finance and Audit Committee will be responsible for arranging for an annual, independent audit of UJTFS finances. The Finance and Audit Committee shall be comprised of the Treasurer and no less than two members of the Board.

Section 5.4: Special Committees. Special Committees may be established by the Board or the membership when it is determined to be necessary or useful to the purposes, goals, objectives, and overall mission of the UJTFS. The committee's operations and the committee chair, or no more than two co-chairs, will be established by the Special Committee and approved by the Board of Directors.

Article VI: Meetings and Special Meetings

Section 6.1: Membership Meetings. Regular Membership meetings will be held no less than quarterly, with an Annual Membership meeting to be held at the one of the quarterly meetings. At the quarterly membership meetings, membership shall review and approve the UJTFS's goals and general policy objectives. At the Annual Membership Meeting the Board shall present a financial statement; membership shall elect the Officers and receive reports on the UJTFS's activities.

Section 6.2: Notice of Membership Meetings. The President or their designee shall give notice of the hour, date, and place of the meeting either by telephone, USPS mail, or email at least one week prior to the scheduled meeting.

Section 6.3: Board Meetings. The Board shall meet on months when Membership meetings do not occur at an agreed upon time and location. At Board meetings, the Board shall make management and operational decisions.

Section 6.4: Notice of Board Meetings. Official Board meetings require that each Board member be given written notice through USPS or email at least one week in advance.

Section 6.5: Democratic Rules of Order. Procedures for all meetings shall be in accordance with the latest revised edition of Democratic Rules of Order and with any applicable provisions of New York State Law.

Section 6.6: Special Meetings. The purpose of special meetings will be for the discussion of time sensitive or crucial circumstances that need to be addressed in a timely or urgent fashion. The President or other Directors of the Board may call special meetings as per 6.7 and 6.8. Notice of special meetings shall include the exact purpose of the meeting and the meeting is limited to the subject(s) specified in the notice.

Section 6.7. Special Meetings of the Membership. Special meetings of the membership may be called by the President of the Board of Directors. A petition signed by 25% percent of the membership may also call a special meeting. At any special meeting of the membership, at least 50% of the Board and at least 50% of the membership must be present to establish a quorum of the special meeting.

Section 6.8: Special Meetings of the Board. Special meetings of the Board shall be called upon by request of the President, or one-third of the Board. Notice of special meetings shall be sent out by the President through written notice via USPS or email, at least one week in advance to each Board member. In circumstances where one-week advance notice is not possible, a shorter notice shall be allowed.

Section 6.9: Standing Rule. The chair of the membership and board meetings shall be permitted to participate in discussion with the same privileges as other members except for the privilege of making a motion or seconding a motion.

Article VII: Employees

Section 7.1: Staff. The Board of Directors reserves the right to hire employees if and when it is determined by the Board to be necessary or useful to the purposes, goals, objectives, and overall mission of the UJTFS.

Article VIII: Non-Liability

Section 8.1: Non-Liability of Directors and Members. The Board of Directors and UJTFS members shall not be personally liable for the debts, liabilities, or other obligations of the UJTFS. Directors may serve without providing a bond.

Article IX: Conflict of Interest

Section 9.1: Conflict of Interest and Related Party Transactions. The corporation shall adopt, and at all times honor, a written conflict of interest policy that requires directors and officers to act at all times in the corporation's best interest and comply with all applicable ethical, statutory, and regulatory requirements.

Section 9.2 Conflict of Interest Policy. The corporation's conflict of interest policy is annexed hereto as appendix A. This policy may be amended or modified only by affirmative vote of two-thirds (2/3) of the

board of directors, with the change in policy to not be applicable to any real or potential conflict of interest that is pending or currently under review.

Section 9.3 Conflict of Interest Disclosure Statement. At the beginning of each fiscal year, each director must complete the director's conflict of interest disclosure statement annexed hereto as appendix B. Each disclosure statement shall be submitted promptly to the audit and finance committee to be forwarded to the secretary for filing in the corporation's records. The conflict of interest disclosure statements shall be available to the board at all times.

Article X: Compensation

Section 10.1: Compensation. The Board of Directors and members will not be compensated, unless approved by the board on a case-by-case basis but may be reimbursed for specific expenses incurred as a result of carrying out directives of the UJTFS. Such reimbursement, if any, shall be approved by the Treasurer and one other officer.

Article XI: Amendments

Section 11.1: Amendments of By-Laws. These By-laws may be amended by a 2/3 majority vote at any regular or special meeting of the membership. Amendments must be proposed and distributed in writing to the membership at least two weeks prior to such a meeting.

Appendix A

Conflict of Interest Policy For Urban Jobs Task Force of Syracuse, Inc.

Article I: Purpose

The purpose of this conflict of interest policy is to protect the interest of Urban Jobs Task Force of Syracuse, Inc. (hereinafter “Organization”) when it contemplates entering into a transaction or arrangement that might benefit the private interest of an Officer, Director, Key Employee, or other Related Party of the Organization or may result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not-for-profit organizations.

Article II: Circumstances Constituting a Conflict of Interest

A **conflict of interest** arises when a person in a position of authority over the Organization, such as a Director, Officer or Key Employee, may benefit personally from a decision he or she may make. Circumstances that constitute a conflict of interest may include, but are not limited to, Related Party Transactions.

Article III: Definitions

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.

Financial Interest - A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A Compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or Compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Key Employee shall mean any person who is in a position to exercise substantial influence over the affairs of the Organization.

Related Party shall mean:

- a. Any Officer or Director or Key Employee of the Organization or any affiliate of the Organization; or
- b. Any Relative of any Officer or Director or Key Employee of the Organization or any affiliate of the Organization; or
- c. An entity in which any individual described in a. and b. above has a thirty-five percent 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.

Related Party Transaction shall mean any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Organization or any affiliate of the Organization is a participant.

Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half blood), or a domestic partner as defined in section 2994-A of the New York Public Health Law.

Article IV: Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, a Related Party with a Financial Interest must, in good faith, disclose the existence of the Financial Interest or Related Party Transaction and be given the opportunity to disclose all material facts to the Board or applicable committee considering the proposed transaction or arrangement.
2. **Nonparticipation:** After disclosure of the Financial Interest or Related Party Transaction and all material facts, and after any discussion with and presentation by the Related Party: the Related Party shall leave the Board or committee meeting while the conflict of interest is discussed and voted upon. The Related Party shall not attempt to improperly influence the deliberation or voting.
3. **Procedures for Addressing the Conflict of Interest and Related Party Transactions**
 - a. The president of the Board or applicable committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - b. After exercising due diligence, the Board or applicable committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. The Organization shall not enter into the transaction or arrangement unless it is in the Organization's best interest, is for its own benefit, is fair and reasonable.
 - d. The Board or committee shall contemporaneously document, in writing the basis for the Board or committee's decision, including its consideration of any alternative transactions in accordance with Article V.
4. **Violations of the Conflict of Interest Policy**
 - a. If the Board or applicable committee has reasonable cause to believe a Related Party has failed to disclose actual or possible conflicts of interest, it shall inform such Related Party of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the Related Party's response and after making further investigation as warranted by the circumstances, the Board or committee determines that there has been a failure to disclose an actual or possible conflict of interest; it shall take appropriate disciplinary and corrective action, including (but not limited to) suspension or dismissal.
 - c. If, after determining that the Related Party has failed to disclose an actual or possible conflict of interest, the Board or committee determines that the conflict of interest is material to a contract or transaction authorized by such Board or committee and the participation of the Related Party

was necessary for the negotiation or authorization of such contract or transaction, then the Board or committee may void the contract or transaction unless the party or parties thereto shall affirmatively establish the contract or transaction was fair and reasonable to such Board or committee at the time it was negotiated or authorized.

Article V: Records of Proceedings

The Board or applicable committee shall document the existence and resolution of the conflict of interest in the Organization's records, including in the minutes of any meeting at which the conflict was discussed or voted upon.

The minutes of the Board or applicable committee shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or applicable committee's decision as to whether a conflict or interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article VI: Compensation

- a. A voting member of the Board of Directors who receives Compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's Compensation.
- b. A voting member of any committee whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's Compensation.
- c. No voting member of the Board of Directors or committee whose responsibilities include Compensation matters and who receives Compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding Compensation.

Article VII: Annual Statements

Annually, each Director shall complete, sign and submit to the secretary of the Organization a written statement identifying, to the best of the Director's knowledge, any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or partner) or employee and with which the Organization has a relationship, and any transaction in which the director might have a conflicting interest. The secretary of the Organization will provide a copy of all completed statements to the chair of the Board.

In addition, each Officer and Director shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands that the Organization is a charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

A sample such statement is attached to this policy.

Article VIII: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors shall conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether Compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article IX: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VIII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

APPENDIX B

Urban Jobs Task Force of Syracuse, Inc.
(“Corporation”)
Conflict of Interest Policy
Article VII Annual Statement for Directors and Officers

I, _____, am a Director and/or Officer of the Organization.

1. I affirm that, as is my duty in the capacity of this role, I:
 - a. Received a copy of the conflict of interest policy;
 - b. Read and understand the policy;
 - c. Agree to comply with the policy; and
 - d. Understand that the Organization is a not-for-profit organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

2. To the best of my knowledge, the following are all of the entities of which I am an officer, director, trustee, member, owner (either as a sole proprietor or partner) or employee and with which the Organization has a relationship:

3. To the best of my knowledge, the following are all of the transactions with the foregoing entities in which I might have a conflicting interest:

Signature

Date