

I. Adoption

These Bylaws shall be in effect when adopted at the first meeting of the Board of Directors to be held on Tuesday, June 4, 2002 at 5:30 p.m.

II. Name

A. *Purpose of the Corporation*

1. The Corporation shall serve as a not-for-profit organization, which exists to create new and enhance existing educational opportunities for Oswego County residents, to secure funding sources not currently available to BOCES and all county schools and to build partnerships with local residents, small businesses and corporations.
2. The Corporation will function as a not-for –profit organization under the laws of New York State. The Corporation may perform any and all lawful acts, and engage in any and all lawful activities, which may be necessary, useful, suitable, desirable or proper to accomplish the purpose for which it was organized, including, but not limited to, the administration of National, State, regional and Local scholarships to support students' education. (10/7/2021)

III. Individuals to Benefit

1. No part of the revenues of the Corporation shall inure to the benefit of any Member, Director, or Officer of the Corporation, or any private individual (Except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Member, Director, or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the Corporation.
2. The Corporation shall not engage in lobbying or otherwise attempt to influence legislation except to the extent provided under Section 402 of the Not-For Profit Corporation Law and under Section 501(c)3 of the United States Internal Revenue Code, and shall not participate or intervene in, or make statements regarding, any political campaign on behalf of any candidate for public office.

IV. Corporate Office

The offices of the Corporation shall be located in Oswego County, New York, at a location which the Board of Directors shall deem appropriate.

Board of Directors

A. Creation and Responsibilities

There shall be a Board of Directors of the Corporation, which shall have all power to manage the business and affairs of the Corporation. The Board may delegate such power to any person.

B. Number and Term of Office

There shall be eleven to fifteen (11-15) Directors of the Corporation. At the Annual Meeting, directors are elected for staggered terms. Therefore, Directors shall be elected by the membership for a term of three years at each Annual Meeting. Directors may be appointed by the Board to fill vacancies during the calendar year.

C. Eligibility

Any natural person over the age of 19 is eligible to be elected to the Board. Whenever practicable, Directors shall reside within the County of Oswego.

D. Election

1. The Nominating Committee of the Board of Directors shall report at each Annual Meeting of the Corporation and propose a list of candidates for each set up for election. Any Member of the Corporation who is a natural person may also be nominated by any Director or Member. Directors and Officers shall be elected by a majority vote of those Members who attend the Annual Meeting.
2. Whenever any seat of the Board of Directors or the position of any Officer shall become vacant, such seat may be filled at a subsequent regularly scheduled meeting of the Board, or at a meeting called expressly for the purpose of filling the seat. The Nominating Committee shall propose a candidate for each vacant seat. Any Member of the Corporation who is a natural person over 19 years old may also be nominated by any Director. Election shall be by majority vote of those Directors present. Officers and Directors elected in this fashion shall fill the remainder of the terms of those they replace.

E. Removal and Resignation of Directors

1. Any Director who has missed three (3) consecutive regularly scheduled meetings may be removed from the Board by a letter from the President to the Secretary declaring the seat vacant. A removed Director shall, however, be eligible to be reappointed to the seat.
2. Any Director may resign from the Board by a letter directed to the President. The President shall declare the seat of a resigning Director vacant.
3. Any Director may be removed from the Board for cause. Removal for cause may be made only at a regularly scheduled meeting of the Board, and only following notice in the meeting agenda and an opportunity for the affected Director to respond. Removal for cause shall be by a majority vote of the Directors present at the meeting.

V. Meetings of the Board of Directors

A. Meetings- When Held

The Board shall conduct regular meetings at dates and times that it shall appoint, although not fewer than once each quarter. Additional meetings may be called at any time by the President or by the majority of the Board who shall request such a meeting in writing.

B. Conduct of Meetings

Meetings shall be called and chaired by the President or, in his or her absence, the Vice President, or in his or her absence the Secretary, or in his or her absence the Treasurer, or in his or her absence, any Director appointed by a majority of the Directors present. Unless otherwise specified in these Bylaws, meeting shall be conducted according to Robert's Rules of Order.

C. Quorum

A quorum of the Board shall consist of a simple majority of all elected directors (one half plus one of the full Board).

D. Majority

Unless otherwise specified by law or in these By-laws, a majority of those Directors present at which a quorum of the Board has been assembled shall be sufficient to conduct all business of the Corporation. Board Members may vote in person, via fax, electronic mail or standard mail.

E. Indemnification

No Officer or Director shall be personally liable to the Foundation's creditors for any indebtedness or liability, and any and all creditors must look only to the assets of the Corporation for payment. This Corporation shall indemnify any Officer or Director who was a party, who is a party, or who is threatened to be made a part of any threatened, pending, or completed action brought against, by or on behalf of this Corporation or persons other than the Corporation if such Officer or Director is deemed to have acted in good faith in light of all the facts and circumstances as they existed at the time of the alleged action or inaction of such Officer or Director.

VI. Committees

A. *Standing Committees*

The Corporation shall have the Standing Committees set forth in this section, plus additional Committees, which may be established from time to time by the Board of Directors.

1. Nominating Committee

The Nominating Committee shall be comprised of Directors who shall be elected by the Board of Directors. The Committee shall nominate Directors or Officers in the event of any vacancy. The Committee annually shall propose a slate of nominees for all Officer and Director positions, which are up for election at the Annual Meeting.

2. Executive Committee

The Executive Committee shall be comprised of at least three (4) Directors: President, Vice President, Secretary and Treasurer. The Committee shall be responsible for planning the annual meeting, reviewing the composition of the Board of Directors (including vacancies) and shall ensure that the objectives of the Board are carried out. The Committee shall be responsible for conducting an annual performance evaluation of the Executive Director and shall refine and approve the role of the position consistent with the By-laws. The Committee shall update the Corporation's personnel policy and make salary recommendations, when necessary, and shall function as a grievance committee to address staff concerns.

The Executive Committee may only meet between regularly scheduled meetings of the Board or at such times that a meeting of the full Board could not otherwise be convened. The Committee shall have no fiduciary role, but shall be able to authorize routine payments in connection with a function or activity previously authorized by the full Board and shall have the requisite authority to hire and appoint an outside auditor, if necessary. The Committee shall be responsible for developing short and long-term strategies for building diversified support (business, foundation, membership, grants), prepare and maintain a calendar of support deadlines and review grant compliance, and outline fundraisers and designated chairs/supervision of events.

The Committee shall also have the authority to appoint and convene adhoc committees.

3. Finance and Audit Committee

The Finance Committee shall consist of the Treasurer and three (3) members of the Board. The Treasurer shall serve as Chairman of the Committee. The Committee shall be responsible for reviewing the proposed budget prior to its submission to the full Board. The Committee shall also be responsible for short-term and long-term financial planning and reviewing final information included in grant proposals submitted by the Executive Director. The Committee shall prepare and maintain a calendar of grant report deadlines and grant receivables to the

B. Other Committees

Committees for any valid purpose may be created by the Board of Directors. Such Committees may be temporary or permanent, and shall have such powers and responsibilities as shall be designated by the Board.

C. Meetings of Committees

Each Committee shall meet from time to time as the members of the Committee agree or as directed by the Committee Chair. Written notice of meetings is not required, although notice shall be provided if practicable to all member of the Committee. A majority of any Committee shall be sufficient to conduct business.

D. Subcommittees

Any Committee may appoint such Subcommittees as shall be necessary or desirable for the Committee's operation.

VII. Officers

A. Positions

1. President

The President is the Chief Executive Officer of the Corporation. He or she is responsible for the operations of the Corporation and shall serve as the Chair of the Board.

2. Vice President

The Vice President shall assume the duties of the President in the event of the incapacity, resignation or removal of the President during the term of office and shall perform such other duties as may be directed by the Board.

3. Secretary

The Secretary shall be responsible for performing all duties of a corporate secretary. He or she shall maintain and or review all Minutes and records.

4. Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation. He or she shall be responsible for all financial aspects of the Corporation and shall maintain and or review all Corporation books and records.

B. Election and Term of Office

Only Directors of the Corporation may be elected as Officers. Officers shall be elected for a term of two years, but may not exceed the term of directorship.

C. Dissolution

In the event of dissolution of the Foundation, the Board of Directors shall, after payment of or due provision for all liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for charitable and educational purposes by paying such assets over to such entity or entities organized and operated exclusively for educational and charitable purposes (as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors may determine. Any such assets not so disposed of by the Board of Directors shall be placed in the custodianship of, and disposed of by, the United States District Court or its successor, exclusively for and in furtherance of the charitable and educational purposes set forth in these Bylaws and the Article of Incorporation.

VIII. Service Fees

For a new partnership with a private organization, 10% of funds received from the organization, up to a maximum of \$1,000, will be collected. If there is a fund balance at the end of the year, 10% of the fund balance up to a maximum of \$1,000 will be collected as an annual fee. For non-profits, 10% of revenue collected, up to a maximum of \$1,000, will be collected as an annual fee. These fees may be waived upon request or at the discretion of the board. (4/2016)

Proposed Change

VIII. Service Fees

For a new partnership with a private organization, 10% of funds received from the organization, up to a maximum of \$1,000, will be collected. If there is a fund balance at the end of the year, 10% of the fund balance up to a maximum of \$1,000 will be collected as an annual fee. For non-profits, 10% of revenue collected, up to a maximum of \$1,000, will be collected as an annual fee. These fees may be waived upon request or at the discretion of the board. For a partnership with a private organization or a non-profit whose account balance exceeds \$25,000 at the end of the fiscal year, the Treasurer will recommend an administrative fee to the Board of Directors for approval. (July 2019)

IX. Amendments

These By-laws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular announcements.

These Bylaws were approved at a meeting of the Board of Directors or the Corporation on October 7, 2021.

Kathleen Fenlon

10/7/21

President, Board of Directors

Amended B. Number and term of Office, October 4, 2007

Amended C. Modify Secretary-Treasurer to two separate officers, January 5, 2012

Amended D. Take out Fundraising/Development Committee and move duties to Executive Committee, January 10, 2013

Amended to add VIII—Service fees, July 2013

Amended VII- Service Fees, April 2016

Amended VIII- Service Fee, July 2019

Amended II.2- Purpose of the Corporation, October 7, 2021

