

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**ONONDAGA CITIZENS LEAGUE**

**ARTICLE I - NAME**

The name of the corporation shall be Onondaga Citizens League (hereinafter "League" or "Corporation").

**ARTICLE II - PURPOSE**

Section 2.1. General Statement of Purpose.

(a) The League shall foster informed public discourse by identifying and studying critical community issues affecting Central New York, developing recommendations for action, and communicating study findings to interested and affected groups.

(b) To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the League. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under Article 5 of the Not-for-Profit-Corporation Law.

**ARTICLE III - MEMBERSHIP**

Section 3.1 Defined Membership. Membership shall be open to all individuals and organizations that support the mission of the League. The League shall have one or more classes of Members as determined, from time-to-time, by the Board of Directors. When establishing one or more classes of Members, the Board shall also establish any qualifications for each category. Unless otherwise determined by the Board of Directors, all Members shall be entitled to one vote on each matter submitted to a vote at any meeting of the Members.

Section 3.2 Term. Membership shall be year to year. The Membership "Year" shall be from September 1 to August 31.

Section 3.3 Annual Dues. Dues for Membership classes shall be established on an annual basis, for the subsequent year, by the Board of Directors.

Section 3.4 Transferability. Membership and the rights and privileges

of a Member shall not be transferrable.

Section 3.5 Meetings.

(a) Annual Meeting. The League shall hold an Annual Meeting of all of its Members during the month of June (unless otherwise authorized by the Board), at a time and place fixed by the Board of Directors, for the election of directors and for such other business as may be stated in the notice of the meeting. Such notice may be in any form of communication (e.g. mail, telefax, email) as determined acceptable by the Board and such notice shall be delivered to all Members in good standing not less than ten (10) days prior to the date and time of the Annual Meeting.

(b) Special Meetings. Special Meetings of the Members of the League may be called by the President at any time or his or her own initiative or upon the written request of at least ten percent (10%) of the Members or fifty (50) Members, whichever is less. Written notice stating the purpose, time and place of any Special Meeting shall be sent to all Members within twenty (20) days of any request for a Special Meeting by the Members and not less than ten (10) days prior to the date of the meeting. No business shall be transacted at any Special Meeting that is not specified in the notice thereof.

(c) Quorum. At all Member meetings the lesser of 100 or 1/10 of the total of Members in good standing shall constitute a quorum.

Section 3.6 Termination of Membership. The failure to pay dues as provided herein, or the failure to meet the qualifications for membership as established by the Board of Directors, will be cause for termination of membership in the League.

**ARTICLE IV - BOARD OF DIRECTORS**

Section 4.1 Powers and Duties. The Board of Directors (“the Board”) shall have the general power to manage and control the affairs and property of the League, shall approve the League's annual study topic, monitor the study, and approve the final study report, shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and shall have full and complete authority with respect to the distribution and payment of the moneys received by the League from time to time; except that the fundamental and basic purposes of the League, as expressed in the Certificate of Incorporation, shall not hereby be amended or changed; and except further that the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any individual.

Section 4.2 Number of Directors; Qualification. The Board of Directors shall consist of a maximum of twenty-eight (28) directors. The number of directors may be increased or decreased (to no fewer than three) at any time and from time to time by amendment to these Bylaws, except that in no case may any decrease in the number of directors shorten the term of any incumbent director.

Section 4.3 Election and Term. Directors shall be elected each year at the Members' Annual Meeting. Directors shall be elected to hold office for a term of three (3) years or to the balance of an unexpired term. No Director shall be consecutively elected to more than two (2) full terms. No Director who has served two (2) consecutive terms shall be eligible for election to the Board until at least one (1) year after the expiration of his or her second term. To the extent practicable, the Board of Directors shall be constituted in such a way so that the term of approximately one-third of the current number of Board Members shall be set to expire in any one year.

Section 4.4 Resignation. Any director may resign from the Board at any time by delivering a resignation in writing to the President or Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective unless the number of remaining Members on the Board shall be less than three (3), then in that case the resignation shall not be effective until a successor director is elected to bring the number of directors to three (3) following acceptance of the resignation.

Section 4.5 Removal. A director may be removed from the Board for good cause upon the affirmative vote of at least two-thirds (2/3) of all of the directors of the League. For purposes of this vote, directors may cast their vote by proxy. "Good cause" shall include, but not be limited to, repeated failure to attend regularly scheduled meetings of the Board or Committees of the Board without explanation.

Section 4.6 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled by Members at the next scheduled Annual Meeting. If new directorship positions are subsequently elected by the Board of Directors, the initial terms of such newly created positions shall be set so that no more than one-third of the total seats shall expire in any one year.

Section 4.7 Attendance, Quorum and Voting.

(a) One or more directors may attend any meeting by telephone, teleconference or other similar method provided that all directors in attendance at such meeting can hear, and be heard by, the director not present in person.

(b) All meetings of the Board of Directors shall be open to Members.

(c) One-third (1/3) of the directors then in office shall constitute a quorum for the conduct of any business.

(d) At any meeting of the Board of Directors, each director present shall be entitled to one vote. Any action shall require approval by a majority vote of those present, provided there is a quorum, unless otherwise required by law or these Bylaws.

Section 4.8 Regular Meetings. The Board will meet a minimum of six

(6) times per year with the first meeting being scheduled in September. A schedule of regular meetings for the year shall be adopted by the Board of Directors at its initial meeting.

Section 4.9 Special Meetings.

(a) A Special Meeting of the Board of Directors may be called at any time by the President at his or her discretion, upon request by six (6) or more directors, or as may be fixed from time-to-time by Resolution of the Board of Directors. A Special Meeting requested by six (6) or more directors shall be held within ten (10) days of such request.

(b) Notice of any Special Meeting shall be in writing and shall be communicated by mail, email, telefax or other similar methods to all directors at least three (3) days prior to any Special Meeting. Any such notice shall state the purposes, time and place of the special meeting.

Section 4.10 Member Input. The agenda for any Regular or Special Meeting of the Board of Directors shall include for action any questions and proposals received in writing from any Member of the League at least ten (10) days prior to the date of such meeting. The Board of Directors shall see that any Member submitting questions or proposals to the Board of Directors shall be informed in writing of the disposition of their questions and proposals as soon as practicable after the Board has considered such questions and proposals.

Section 4.11 Honorary Board Members. From time-to-time, the Nominating Committee may submit for the Board's consideration nominations for honorary board memberships. Such nominations may be presented at any regularly scheduled meeting of the Board of Directors. Nominations for honorary board membership shall require two (2) seconds and approval by a majority vote of the full Board. Directors shall be allowed to vote by proxy on any such elections. Any such honorary board members shall have a term of three (3) years and may be renewed thereafter for as many successive three (3) year terms as determined by the Board of Directors. Honorary board members may attend meetings of the Board of Directors and serve on committees, but such individuals shall not be eligible to vote or hold office, nor will such individuals be counted in determining the number of Directors or whether a quorum has been met for any meeting of the Board.

**ARTICLE V - OFFICERS**

Section 5.1 Titles. The officers of the League shall consist of a President, Past-President, Executive Vice President, Vice President, Secretary and Treasurer. The office of Secretary and Treasurer may be held by a single individual. The League may also have such other officers and agents as the Board shall from time to time authorize who shall hold their offices for such terms, shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 5.2 Terms of Office.

(a) The officers of the League shall be elected by the Board of Directors at the September meeting. The Nominating Committee shall present a slate of nominees for each office at least ten (10) days prior to the September meeting of the Board of Directors. Directors may make additional nominations of officers at the September meeting and each such nomination shall require a second before being added to the slate of nominees to be considered.

(b) Each officer of the League shall be elected for a term of one (1) year, or until their successor is chosen and qualified. No officer may be re-elected to the same position for more than three (3) consecutive one-year terms. Any officer may be removed for cause at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present. Any vacancy occurring in any office of the League shall be filled by the Board of Directors.

Section 5.3 President. The President shall be the chief executive officer and spokesperson of the League, shall preside at the Annual Meeting and all other Membership meetings for the League, shall preside at all meetings of the Board of Directors, shall have general and active management of the business of the League, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be an ex-officio member of all committees of the Board of Directors (except the Nominating Committee) with the power to call and attend committee meetings.

Section 5.4 Past-President. The office of Past-President shall automatically be filled by that individual serving as President in the preceding year. The Past-President shall be available to provide advice to the President and the other officers as appropriate with respect to the operations and affairs of the League. The Past-President shall serve as the Chairperson of the Nominating Committee.

Section 5.5 Executive Vice President. The Executive Vice President shall be the chief administrator of the League's daily affairs and supervisor of any employees or contractors of the League, all subject to the direction of the Board of Directors. The Executive Vice President shall be responsible for the collection and receipt of all monies due the League and for disbursing funds on behalf of the League, and for all other day-to-day operational activities of the League.

Section 5.6 Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In the event of the resignation of the President the Vice-President shall succeed to the office of President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time

provide, subject to the power and the supervision of the Board.

Section 5.7 Secretary. The Secretary shall keep, or cause to be kept, an accurate record of all League meetings. The Secretary shall keep or cause to be kept all official papers of the League ensuring their accuracy and safeguard including but not limited to an accurate role of the membership and a record of the attendance of directors at meetings of the Board of Directors. The Secretary shall perform such other duties as may pertain to his/her office or as may be assigned to him/her by the Board.

Section 5.8 Treasurer. The Treasurer shall be responsible for the collection of dues and assessments and for all other monies of the League coming into his/her possession and shall oversee the deposit of such monies into depositories designated by the Board. The Treasurer shall have the supervision of the disbursements of all monies of the League, including monies held in trust and other monies for which the League may be responsible pursuant to these provisions of these Bylaws. The Treasurer shall keep or cause to be kept an accurate set of book and records accounting for the business of the League including but not limited a list of all members including their address and dues received. The Treasurer shall prepare the Annual Budget and present the Annual Budget to the Board with his/her recommendations. At the end of each fiscal year the Treasurer shall see that all the required income tax and any other required filings are made in an accurate and timely manner.

Section 5.9 Signatures. The Officers shall be authorized to legally represent the League with their signatures and shall be signatories of the League's checking account(s). All payments, withdrawals or transfers in an amount greater than \$750 shall be made by check signed by two (2) of the officers.

## **ARTICLE VI - COMMITTEES**

Section 6.1 Committees. The League shall have an Executive Committee, Nominating Committee, and three (3) Standing Committees (Membership/Public Relations Committee, Study Topic Committee and Study Committee), as well as whatever other Committees the Board of Directors deems necessary to conduct the business of the League.

Section 6.2 Executive Committee. The Executive Committee shall consist of six (6) members: President, Past-President, Executive Vice President, Vice-President, Secretary and Treasurer. The Executive Committee shall be responsible for conducting the business and affairs of the League between meetings for the Board of Directors and for preparing the agenda for Board meetings.

Section 6.3 Nominating Committee.

(a) The Nominating Committee shall include the immediate Past-President acting as Chairperson, at least three (3) directors whose terms on Board are not expiring, and at least two (2) other individuals approved by the Board who are not currently Directors.

(b) At least thirty (30) days prior to the Members' Annual Meeting, the Nominating Committee shall cause a solicitation to be sent to all Members of the League seeking recommendations for nomination of directors. The Nominating Committee shall review and consider all recommendations from the Members in response to this solicitation.

(c) The Nominating Committee shall prepare a list of nominees for all open seats on the Board of Directors of the League, which list shall be submitted to the Board for approval and the communicated to the Membership at least ten (10) days in advance of the Annual Meeting.

(d) The Nominating Committee shall prepare a list of nominees for the officers of the League and submit that list to the Board at least ten (10) days prior to the Board's initial meeting in September.

Section 6.4 Standing Committees. The League shall establish the three (3) Standing Committees set forth below. The responsibilities of each of the Standing Committees shall be established by these Bylaws and may be amended from time to time by Board resolution. Unless specifically authorized by the Board in advance, no committee shall have the authority to expend funds or enter into any contractual relationship on behalf of the League. The President shall appoint the Chair of each Standing Committee.

(a) Membership/Public Relations Committee. The Membership/Public Relations Committee shall develop and implement strategies for recruiting new members to the League and secure membership renewal, increasing communications between the Board of Directors and the Members, and increasing community awareness of the League.

(b) Study Topic Committee. The Study Topic Committee shall survey Members, as well as representatives of other community organizations, to identify suggestions for study topics. The Study Topic Committee shall discuss and define potential issues for a study topic and then submit recommendations to the Board of Directors for final approval.

(c) Study Committee. The Study Committee shall define the purpose of the study; learn about the topic from community experts and other sources; develop agreement about the relevant facts and findings; develop specific recommendations to address the findings; and, with the help of the study writer, summarizes the facts, findings and recommendations in a final report which shall be made available to Members and the community at large.

Section 6.5 Committee Members. Except as otherwise provided in these Bylaws or in the resolution creating the committee, the chairperson of each Committee shall be a Director selected by the President. The President shall be an ex officio Member of all Standing Committees.

## **ARTICLE VII- LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE**

Section 7.1 Limitation of Liability. A Director of the League shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Director has breached or failed to perform the duties of his or her office under Section 719 of the New York Not-For-Profit Corporation Law, as amended from time to time, or any successor provision, and the breach or failure constitutes willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for payment of taxes pursuant to local, state or federal law.

Section 7.2 Indemnification. The League shall indemnify any officer or director (or employee, volunteer, or agent designated by the Board of Directors to the extent provided in such vote) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director or officer (or employee, volunteer, or agent) of the Corporation or is or was serving at the request of the Corporation as a Director or officer (or employee, volunteer, or agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding. Officers and Directors of any subsidiary of the Corporation shall be deemed to be persons acting as an officer or Director of another corporation at the request of the Corporation. Indemnification pursuant to this Section shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Expenses incurred by an officer or Director (or employee, volunteer, or agent) purportedly indemnified by this Section in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation. The indemnification and advancement of expenses provided by, or granted pursuant to Article VIII shall continue as to a person who has ceased to be a Director or officer (or employee, volunteer, or agent) of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.3 Insurance. The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or officer (or employee, volunteer, or agent) of the Corporation, or is or was serving at the request of the Corporation as a Director or officer (or employee, volunteer, or agent) of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VIII. Furthermore, the Corporation may create a fund of any

nature to secure or insure in any manner its indemnification obligations referred to in this Article VII.

### **ARTICLE VIII - CONFLICTS OF INTEREST**

Section 8.1 Policy. It is recognized that occasions may arise when a member of the Board of Directors or an officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of the Corporation and of its Board of Directors that:

(a) Any material facts as to such financial interest shall be disclosed by such Director or officer to the Board or committee.

(b) The Director or officer having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he may state a position on the matter and respond to questions about it); however, such Director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Director or officer abstained from voting.

(c) No contract or transaction in which a Director or officer has a financial interest shall be knowingly entered into by the Corporation unless it has been authorized in good faith by the Board of Directors.

Section 8.2 Loans. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers of the Corporation, or hold a substantial financial interest except that the Corporation may make a loan to any corporation which is a Type B corporation under the New York Not-for-Profit Corporation Law.

### **ARTICLE IX - GENERAL PROVISIONS**

Section 9.1 Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporation by the New York Not-for-Profit Corporation Law.

Section 9.2 Disposition of Income and Assets. Pursuant to the Certificate of Incorporation and Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law (the "Code")), no part of the income or profits of the Corporation shall be paid, distributed or otherwise inure to the benefit or use of its directors or officers or other private persons except that the League shall be authorized to pay compensation in reasonable amount to its directors or officers for services rendered and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for

charitable purposes. Upon dissolution of the Corporation, the assets of the League shall not be distributed to its directors or officers or other private persons. In the event of such dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities and after provision is made for the disposition of any property committed to charitable purposes as required by court order, transfer and convey the remaining assets to such charitable organization or organizations which at the time shall qualify under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine to be most similar to the League's character, purposes and method of operation.

Section 9.3 Construction. Whenever the context of these Bylaws reasonably requires, the masculine shall include the feminine and the singular shall include the plural, and vice-versa. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible, the remainder shall be valid and operative. The headings of each Section are for convenience and clarity and are subordinated to the other written materials. These Bylaws are subject to and governed by the Articles of Incorporation.

#### **ARTICLE X – RULES OF ORDER**

Roberts Rules of Order (current revised edition) shall govern all proceedings and all meetings of the League, its Board of Directors, and Committees, provided that such rules do not conflict with, or are inconsistent with, any provision of these Bylaws.

#### **ARTICLE XI - AMENDMENTS**

These Bylaws may be altered, amended, or repealed at any regular or special meeting of the Board of Directors, by a majority vote of the entire Board, including written proxies presented at the meeting. Any Board meeting where a proposed amendment to these Bylaws shall be considered shall be preceded by a notice of at least ten (10) that contains the proposed amendment along with a proxy form.

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Adopted as revised and approved at the November 11, 2009 Board of Directors meeting.