

By-Laws of

**UNITED WAY
OF BROOME COUNTY, INC.**

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**BY-LAWS OF THE
UNITED WAY OF BROOME COUNTY, INC.**

Article I

NAME OF CORPORATION

SECTION 1 - *Name* - The name of this corporation shall be United Way of Broome County, Inc., hereinafter referred to as the corporation.

Article II

GOAL AND PURPOSES

SECTION 1 - *Goal* - The corporation shall be maintained and operated for charitable purposes only and have as its goal the development of Broome County (hereinafter called area) as a community where the health, recreation, and welfare needs of all people are met equitably and thoroughly regardless of race, religion, or economic status. The directors may from time to time expand the area to include more territory than Broome County.

SECTION 2 - *Purposes* - The purposes of the corporation shall be:

- (a) To solicit and receive money and property and to hold, invest, use, convert, expend, and disburse this money and property either directly or by contribution to participating agencies.
- (b) To encourage and assist in the development of appropriate programs dedicated to providing maximum service to all residents of the area, and to encourage and seek the participation in this process, both as members of the Board and of committees, of those citizens who have a demonstrated or otherwise sincere concern for the health, welfare, and recreational needs of the residents of the area and who are broadly representative of all aspects and points of view in the area including, but not limited to, geographic, ethnic, racial, religious, age, sex, income, management, labor, professions, and other civic interests.
- (c) To enable individuals to work together to study and evaluate health, welfare, and recreation needs and services and to engage in necessary and appropriate action to help resolve such needs and improve such services, and to stimulate public awareness of problems and opportunities in these fields.
- (d) To encourage high standards of performance in the public and private social agencies serving the area, to foster a high degree of coordination and cooperation among such agencies, to offer consultative service to these agencies, and to conduct or encourage other organizations to conduct appropriate central services to maintain an optimum degree of coordination.

- (e) To cooperate with and assist similar organizations wherever situated.
- (f) To join and/or cooperate, if and whenever deemed advisable, with other organizations in raising funds for similar purposes.
- (g) To receive, by gift or bequest, money or other property, and to use, invest, or disburse such money and property in accordance with the directions and intentions of the donor for the uses and purposes for which the corporation is formed; provided, however, that all inter vivos and testamentary gifts made to the corporation, unless (1) specifically or by clear implication intended by the donor or testator to be added to and become a part of the funds raised, or to be raised, in the annual campaign conducted in the community in behalf of the corporation or (2) designated by the donor for some other specified purposes, shall be added to the trust funds in the hands of the Trust Fund Committee of the corporation and shall be invested and managed in accordance with the provisions of Article VII, Section 6 of these By-Laws. No part of such funds, except the interest and net income thereon and also excepting such portion of principal, if any, necessary to carry out the total return concept as adopted by resolution of the Trust Fund Committee dated February 15, 1973, which shall be applicable to unrestricted trust funds only, shall be used for the general purposes of the corporation unless and until the Board of Directors authorizes and directs a transfer of such funds from such trust funds by a vote conducted in the same manner and adopted by the same majorities as provided in Article X of these By-Laws.

Article III

MEMBERS

SECTION 1 - *Membership* - The members of the corporation shall be the persons who have contributed to the corporation during the fiscal year immediately preceding the annual meeting.

SECTION 2 - *Annual Meeting* - The annual meeting of the members of the corporation shall be held on or before March 31 of each calendar year on such date, upon such notice, as set forth in Article III, Section 4, and at such time and place as the Board of Directors shall determine, for the purpose of electing directors, receiving reports and transacting such other business as shall be duly presented.

SECTION 3 - *Special Meetings* - Special meetings of the members of the corporation shall be held upon written request of twenty-five or more members of the corporation, or upon call of the Board of Directors upon such notice to the members of the corporation as is set forth in Article III, Section 4.

SECTION 4 - *Notice of Meetings* - Notice of the annual meeting and of special meetings of members of the corporation shall be given by publication in a newspaper published in the area, once a week for three successive weeks next preceding the date of the meeting. Such notice shall set forth the date, hour, and place of such meeting, and in the case of a special meeting, state the purposes for which it is called and the entity calling it.

SECTION 5 - *Quorum* - A quorum for any annual or special meeting of the members of this corporation shall consist of the lesser of ten percent of the members of the corporation or one hundred members.

Article IV

AGENCY AND PARTICIPATING MEMBERS

SECTION 1 - *Agency Member Defined* - An Agency Member is any agency accepted in accordance with the provisions of Sections 3, 4, 5, 6, 7, and 8 of this Article IV.

SECTION 2 - *Participating Agency Defined* - A Participating Agency is defined as:

1. An Agency Member as defined under Section 1 of this Article.
2. Other entities to which a gift may be made by the corporation without imperiling the corporation's status as a 501(c)(3) organization, and which may be designated by the Board of Directors from time to time to participate in the funds of the corporation.

SECTION 3 - *Application for Membership* - Any agency desiring to be accepted as an agency member in the corporation shall first submit to the Board of Directors an application for membership which shall contain:

- (a) A statement by its president or secretary certifying that its governing board has read these By-Laws and has voted to apply for acceptance as an agency member.
- (b) A detailed statement of its history, purposes, and work.
- (c) A detailed statement of its assets and liabilities and its last annual statement of receipts and expenditures.
- (d) A statement of its willingness to supply to the corporation a list of all contributors to it during the last three years immediately preceding such application and the amount of each contribution, certified to be correct by its president or secretary.
- (e) A list of its officers and directors or administrative body.
- (f) Proof of its tax exempt status under section 501(c)(3) of the U.S. Internal Revenue Code and proof that it is not a private foundation.
- (g) A copy of its certificate of incorporation and its current constitution and/or by-laws.
- (h) A statement of its willingness to provide such other and further information to the corporation as may be requested of it concerning its programming and financing.

SECTION 4 - *Time of Application* - An agency intending to apply for membership shall give the corporation written notice of such intention not later than November 1 in the year preceding the

campaign in the proceeds of which such agency wishes to participate and shall file an application in writing with the corporation not later than the succeeding January 1.

SECTION 5 - *Waiver of Requirements* - The Board of Directors may waive any of the above requirements with respect to the application for membership for good cause.

SECTION 6 - *Investigation of Application* - Each application for membership shall be investigated in accordance with an admission procedure to be established (and if so required from time to time amended) by the corporation. A report of the investigation shall be presented to the Board of Directors of the corporation at least twenty-eight days prior to the meeting of the Board at which action on the application is to be taken.

SECTION 7 - *Approval of Application* - After compliance with said admission procedure, the Board of Directors shall take action upon such application by a vote conducted in the same manner and adopted by the same majorities as provided in Article X of these By-Laws. If the application is approved, such agency, upon subscribing to the agreement with the corporation set forth in Article IV, Section 8, shall be accepted as an agency member.

SECTION 8 - *Agency Agreement* - Each agency accepted as an agency member by the Board of Directors, for the effective fulfillment of the mutual responsibility of the corporation and the agency member, shall agree:

- (a) To accept the apportionment of funds made to it by the corporation.**
- (b) To maintain a responsible management with a Board of Directors or administrative committee which shall meet at least four times a year.**
- (c) To cooperate with other social agencies, both public and private, in preventing duplication of effort and in promoting efficiency and economy of administration, while assuring maximum service to the community.**
- (d) To the following fiscal accountability:**
 - 1. To submit an annual financial statement, audited in accordance with generally accepted accounting principles and auditing standards by an independent certified public accountant acceptable to the corporation.**
 - 2. To submit a budget request at such time and in such form as shall be prescribed by the corporation.**
 - 3. To consider all income from whatever source as income for current operation purposes, including all gifts unless specifically designated by the donor for other than current operation purposes. The Board of Directors may authorize member agencies to convert substantial gifts, not designated for special purposes, to capital needs, for good cause shown.**

4. To submit statements of receipts and expenditures, including a report of all direct gifts, interest and bequests, and service reports at such time and in such form as may be requested by the corporation.
- (e) To solicit no funds either directly or indirectly by public campaign or otherwise from any corporation or person residing in the area or from any contributor to the corporation for operating expenses or for past or current deficits incurred in operation without the approval of the corporation.
- (f) To conduct no capital funds campaign or otherwise solicit funds for capital purposes without first obtaining the approval of the corporation, which approval will only be granted for the period between December 1 and the next following May 31.
- (g) To take no action which shall substantially alter or expand its work or plant if such alteration or expansion entails a future increase in budget, without prior consideration by, and approval from, the corporation.

SECTION 9 - *Withdrawal of Agency Member* - Withdrawal from membership by a member agency will be effective the first December 31 that is more than six months following receipt of written notice from the agency.

SECTION 10 - *Termination of Agency Membership* - The membership of any agency may be terminated by action of the corporation subject to the following procedure.

- (a) Action to terminate may be initiated at a meeting of the Board of Directors on a motion, duly seconded and voted, to consider termination.
- (b) When a motion to consider termination has been approved, the corporation will notify the agency in writing of the proposed action to terminate. Such notice shall be given at least thirty-one days before the Board meeting at which action is to be taken. Such notice shall include:
 - (1) A copy of the portion of the minutes of the meeting relating to the motion to consider termination together with any material presented to the Board of Directors at that meeting which relates to the proposed termination, and
 - (2) The statement that the agency may present its views on the matter in writing and/or in person at the Board meeting at which action is to be taken.
- (c) A vote to terminate the membership of an agency will be conducted in the same manner and adopted by the same majorities as provided for amendments to the By-Laws.

- (d) **Following approval of a vote to terminate membership, the corporation shall notify the agency in writing indicating the date such action was taken. Termination will become effective December 31 of the next succeeding calendar year. In the event of notice of termination, the terms of this agreement shall continue in effect until the end of the calendar year in which termination is to become effective. However, the agency shall have the right to solicit funds for operational purposes during the year in which termination is to become effective, with the exception of the period from August 15 to November 15.**

SECTION 11 - *Agency Violation of Terms of Agreement* - Should an agency engage in any type of solicitation of funds expressly prohibited by the agency agreement as contained in Section 8 of Article IV without first obtaining the approval of the corporation, the corporation shall have the option of discontinuing financial support for a period of up to six months subject to the following procedure.

- (a) **Action to temporarily discontinue funding may be initiated at a meeting of the Board of Directors on a motion, duly seconded and voted, to investigate an allegation that an agency may have violated the fund raising provisions of the agency agreement.**
- (b) **When a motion to investigate has been approved, the president of the corporation shall appoint a committee, or refer the matter to an appropriate existing committee, to carry out the investigation. The corporation also shall notify the agency in writing of the pending investigation. Such notice shall include:**
 - (1) **A copy of the portion of the minutes of the meeting relating to the motion to investigate, together with any material presented to the Board of Directors at that meeting which relates to the allegation and pending investigation, and**
 - (2) **A statement that the agency may present its views on the matter in writing and/or in person at a meeting of the committee investigating the allegation, which meeting shall take place not less than 14 days nor more than 28 days following mailing of the notice to the agency.**
- (c) **The committee charged with the investigation shall reports its findings and conclusions in writing to the Board of Directors and the agency not later than 60 days following the meeting of the Board of Directors at which the motion to investigate was first approved, provided that the report submitted to the agency is accompanied by a statement that the agency may present its views on the report in writing and/or in person at a meeting of the Board of Directors which shall take place not less than 28 days following mailing of the report to the agency.**
- (d) **Upon consideration of the report of the committee charged with the investigation and of the views of the agency, the Board of Directors, on a motion, duly made, seconded, and voted, may temporarily discontinue funding of the agency.**
- (e) **A vote to temporarily discontinue funding of an agency will be conducted in the same manner and adopted by the same majorities as provided for amendments to the By-Laws.**

- (f) Following approval of a vote to temporarily discontinue funding, the corporation shall notify the agency in writing indicating the period of time during which funding will be discontinued.

Article V

DIRECTORS

SECTION 1 - *Management and Administration* - The management and administration of the affairs of the corporation shall be vested in the Board of Directors consisting no fewer than 20 and no more than 40 members, and the following, if not among the elected members, shall be ex-officio members with full voting rights: Chair of the Trust Fund Committee, Chair and Vice-Chair of the Community Services Division, Chair of the Communications Division, and the Chair and Vice-Chair of the Campaign Division.

SECTION 2 - *Election of Directors and Term of Membership* - Directors shall be elected for three-year terms and shall serve until their successors are qualified. The terms of one-third of the Directors shall expire at each annual meeting when Directors will be elected for three-year terms to replace those whose terms expire at that meeting. A Director who has served two consecutive three-year terms shall not be eligible to election or appointment as a Director again until the annual meeting following the annual meeting at which his second three-year term expired.

SECTION 3 - *Vacancies* - The Board of Directors shall fill any vacancy occurring in the Board until the next annual meeting, at which time it shall be filled by election by the members for the balance of the term.

SECTION 4 - *Nominations* - Nominations for replacement of directors whose terms are expiring shall be made annually by a Nominating Committee as hereinafter designated in Article VII, Section 5 under the following procedure:

- (a) In nominating members of the Board of Directors, the Nominating Committee shall use care to select citizens who are broadly representative of the area as set forth in Article II, Section 2(b).
- (b) In addition to nominations by the Nominating Committee, nominations from the floor may be made by the voting members at the annual meeting of the members.

SECTION 5 - *Duties* - The Board of Directors shall be responsible for the management of the affairs of the corporation.

SECTION 6 - *Meetings* - The meetings of the Board of Directors shall be held as follows:

- (a) The organization meeting of the Board of Directors shall be held annually as soon after the annual meeting of the members as may be convenient, for the purpose of completing its organization, appointing committees, and transacting such other business as may come before it.

- (b) **Regular meetings of the Board of Directors shall be held at least four times annually as called by the President.**
- (c) **The time and place of regular meetings, unless otherwise determined by the Board of Directors, shall be fixed by the President in his call for each meeting.**
- (d) **Special meetings of the Board of Directors may be called at any time by the President and shall be called on written request of five members of the Board.**
- (e) **Notices of regular and/or special meetings of the Board of Directors may be given by mail, telephone, or otherwise and (except in the case of an emergency) shall be given at least 24 hours in advance of a meeting; provided, that meetings may be held at any time without notice if all directors not present shall waive notice thereof in writing, either before or after such meeting.**

SECTION 7 - *Quorum* - A quorum of the Board of Directors shall be one-third + 1 of the elected board members.

Article VI

OFFICERS

SECTION 1 - *Officers* - The officers of this corporation shall be a President, two Vice-Presidents, a Secretary, a Treasurer, and an Assistant Treasurer, who shall be elected by the Board of Directors from its members at its December meeting each year; such officers to take office at the first meeting of the Board after the next annual meeting of members. Vice-Presidents shall not be designated as first and second.

SECTION 2 - *Term* - All officers shall be elected for terms of one year or until their successors are elected and qualified.

SECTION 3 - *Vacancies* - A vacancy occurring in any office may be filled by the Board of Directors for the unexpired term. Any officer may be removed at any time by a vote of not less than three-fourths of the total membership of the Board of Directors at a meeting of the Board of Directors upon reasonable written notice to such officer.

SECTION 4 - *Duties* - The duties of the officers shall be as follows:

- (a) **President - to preside at all meetings of the Board of Directors; appoint such committees as he may be directed to appoint by the Board of Directors and also such committees as he may deem expedient for the carrying out of the objects of this organization, all subject to, and with the approval of, the Board of Directors; call meetings whenever he deems it necessary.**
- (b) **Vice-Presidents - shall perform such duties as shall be designated by the Board of Directors.**

- (c) **Treasurer - shall have charge of the funds of this corporation and shall give bond with approved surety for the faithful performance of his duties, in such amount as shall be fixed by the Board of Directors. In the absence of the Treasurer, the Assistant Treasurer or the President or one of the Vice-Presidents shall perform his duties.**
- (d) **Assistant Treasurer - shall, in the absence of the Treasurer, perform the duties of the Treasurer. He shall give bond with approved surety for the faithful performance of his duties, in such amount as shall be fixed by the Board of Directors.**
- (e) **Secretary - shall keep or designate a staff member to keep, the minutes of all meetings of the Board of Directors and of the Executive Committee and of the meetings of the members of the corporation.**

Article VII

COMMITTEES

SECTION 1 - *Appointments* - All committees shall be appointed by the President with the approval of the Board of Directors, except as hereinafter modified.

SECTION 2 - *Standing Committees* - There shall be the following standing committees responsible for the management of the corporation: (a) an Executive Committee; (b) a Nominating Committee; (c) a Trust Fund Committee; (d) an Administrative Services Committee.

SECTION 3 - *Special Committees* - Other committees may be appointed by the President with the approval of the Board of Directors, as are deemed desirable and necessary.

SECTION 4 - *Executive Committee* - The Executive Committee shall consist of not more than eleven members, including the president, the Vice-Presidents, the Treasurer, the Secretary, the Chairmen of the Administrative Services Committee, the Community Services Division, the Communications Division, and the Campaign Division, and such other additional members within the limitations of the total number of members, as may be deemed expedient and wise, as approved by an absolute majority of the Board of Directors.

- (a) **The Executive Committee shall meet at the call of the President, or a Vice-President in the President's absence, of any three members of the Executive Committee.**
- (b) **A majority of the members of the Executive Committee shall constitute a quorum.**
- (c) **The Executive Committee, between meetings of the Board of Directors, shall possess and may exercise the powers of the Board of Directors in the management of the affairs of the corporation except as prohibited by law. Acts of the Executive Committee shall be reported to the Board of Directors at its next meeting.**

SECTION 5 - *Nominating Committee* - The Nominating Committee shall be appointed annually, consisting of seven directors.

The Committee shall:

- (a) Submit a slate of candidates to the annual meeting of the members for election to the Board of Directors as provided in Article V, Section 5.**
- (b) Submit a slate of officers to the Board of Directors at the December meeting of the Board each year.**
- (c) Submit nominations for the filling of vacancies in the Board of Directors or among the officers caused by death, removal, resignation, or other causes; each nomination to be for the period of the unexpired term for the position in which the vacancy exists.**
- (d) The Nominating Committee shall use care to nominate candidates for Board membership and officers who are broadly representative of the area as set forth in Article II, Section 2(b).**

SECTION 6 - *Trust Fund Committee*

- (a) The Trust Fund Committee shall consist of not more than nine members and shall include at least three members who are associated with banking institutions and two members who are attorneys at law.**
- (b) The duties of the Trust Fund Committee shall be:**
 - 1. To supervise all trust funds now in the hands of the corporation, and all such funds which may be received in the future, and to allocate and deposit same with such banking institution or institutions as they shall determine.**
 - 2. To confer with prospective devisors or donors in connection therewith.**
 - 3. To make recommendations to the Board of Directors as to the proper use of income and disposition of principal and to make periodic reports to the Board of Directors of the status of such trust funds.**
 - 4. Subject to the approval of the Board of Directors to enter into arrangements and agreements with banks in the area having trust powers for the investment of such funds.**
 - 5. To prepare and distribute information regarding such trust funds and conduct publicity in connection therewith.**

SECTION 7 - *Administrative Services Committee* - The Administrative Services Committee shall be appointed annually, consisting of nine directors, and shall include the Treasurer and Assistant Treasurer of this corporation.

- (a) The duties of the committee shall be to prepare and submit to the Board of Directors budgets pertaining to the operation of this corporation including the expense of the annual campaign; to advise on office administration and personnel, plans of collection, auditing of accounts, maintenance of the corporation's building and grounds; and shall perform such other duties pertaining to financial administration as may be delegated to it by the President and/or the Board of Directors of the corporation.
- (b) The committee may create such ad hoc sub-committees as it deems necessary in performing its duties, and whose members need not be directors of this corporation.

Article VIII

DIVISIONS

SECTION 1 - *Divisions* - The objectives of the corporation shall be carried out through the following divisions: (a) a Campaign Division; (b) a Communications Division; (c) a Community Services Division.

SECTION 2 - *Appointment* - Division personnel shall be appointed by the President with the approval of the Board of Directors, except as hereinafter modified.

SECTION 3 - *Campaign Division* - The President shall appoint annually the Chairman of the Campaign Division who shall be the General Campaign Chairman for the next ensuing annual united campaign.

- (a) In carrying out the responsibility of selecting the Chairman of the Campaign Division, the President may appoint a Campaign Advisory Committee. The Campaign Advisory Committee, in consultation with the President, may assist in the selection and recruitment of the General Campaign Chairman; in consultation with the General Chairman, it may advise in the selection and assist in the recruitment of such general vice-chairmen and such other campaign leadership personnel as he shall deem necessary; and it may advise the campaign organization and the Board of Directors on fund raising matters.
- (b) The Chairman of the Campaign Division shall recruit and appoint such volunteer personnel as are necessary to the successful pursuance of an effective campaign which appointments will not be subject to the approval of the Board of Directors.

SECTION 4 - *Communications Division* - The Communications Division shall consist of not more than fifteen members including a Chairman and Vice-Chairman appointed annually by the President, with the approval of the Board of Directors.

- (a) The duties of the Communications Division shall be:

1. The prosecution of a systematic program of public education toward the end of developing a constantly better understanding of the work of the corporation and of member agencies and of such other aspects of the human needs of the community, as may, in its judgement, be pertinent to the fulfillment of the goal and purposes of this corporation.
 2. The provision of public relations support for the annual campaign in cooperation with the Chairman of the Campaign Division.
- (b) The Chairman of the Communications Division may appoint such ad hoc committees as, in his discretion, are necessary for the successful pursuance of the Division's duties, whose members may include individuals who are not among the appointed members of the Division.

SECTION 5 - *Community Services Division* - The Community Services Division shall consist of not more than twenty-five members including a Chairman and Vice-Chairman who need not be regularly elected members of the Board of Directors.

- (a) Members shall be selected as follows:
1. The Chairman and Vice-Chairman to be appointed by the President of the corporation.
 2. Eleven directors of the corporation to be appointed by the President.
 3. Not more than eight persons, who need not be directors, who shall serve as panel chairmen, to be appointed by the Chairman of the Division.
 4. Other additional members, who need not be directors, within the limitations of the total number of members, to serve as panel chairmen and/or members at large who evidence concern with the health, recreation, and welfare needs of the area, to be appointed by the Chairman of the Division.
 5. All appointments shall be subject to the approval of the Board of Directors and shall be for terms of one year each.
- (b) The duties of the Community Services Division shall be:
1. To consider and recommend to the Board on matters pertaining to the allowance, increase, and reduction of allocation, including payments in accordance with these allowances for those agencies having a membership relationship with the corporation.
 2. To consider periodically the mutual responsibilities of the corporation and its member agencies as defined in these By-Laws, one to the other, under statements of Policies and Procedures as adopted by the Division with the approval of the Board of Directors.

- 3. To provide opportunities for conferences with representatives of each agency member, in such panel arrangement as it may determine, for the consideration of programs and budgets, the details of which shall have been submitted previously in writing and in a manner consistent with the By-Laws of the corporation. The panels shall be charged with the responsibility of developing a thorough understanding of the goals, programs, and services provided by the corporation's member agencies, of the individuals being served by each agency, and how each agency relates to the service delivery system in which it is a part.**
 - 4. To develop documentation of unmet human needs and malfunction of service delivery systems, and to recommend new service structures or new or revised methods of service delivery.**
 - 5. To assist member agencies in the evaluation of their roles in the service delivery systems of which they are a part, and to provide, as called for, consultation on agency management concerns.**
 - 6. To evaluate, at the discretion of the Board, each agency applying for membership in or for special funding from the corporation, and to make appropriate recommendations concerning such agency's future status in relation to the corporation.**
 - 7. To develop such common or central services as have been judged, after planning and research, to be desirable to meet selected commonly held needs of member and/or non-member agencies, organizations, and institutions in the area, and to provide such services as have been judged to be best administered by the corporation.**
- (c) No member of the Community Services Division, including the Chairman and Vice-Chairman, shall serve as such for more than four full consecutive terms of one year each.**
 - (d) The Chairman of the Community Services Division shall appoint such panel members as the Division may determine, with the approval of the Board of Directors, for terms of three years each. No panel member shall serve as such for more than two full consecutive terms of three years each.**
 - (e) Vacancies in Board members of the Community Services Division, or the Chairman or Vice-Chairman positions, caused by death, removal, or resignation, shall be filled by appointment by the President, with the approval of the Board of Directors, for the remainder of the term thus vacated. Vacancies in panel chairmen or panel members shall be filled by appointment by the Chairman of the Community Services Division, with the approval of the Board of Directors, for the remainder of the term thus vacated.**
 - (f) The Board of Directors may designate such officers and chairmen of other committees and/or divisions of the corporation for ex-officio membership on the Community Services Division, without vote, as it may deem to be necessary.**

- (g) All acts and decisions of the Community Services Division shall be subject to the approval of the Board of Directors, except that the Board of Directors by resolution of an absolute majority may delegate authority to act in certain matters to the Community Services Division.
- (h) A majority of the members of the Community Services Division shall constitute a quorum.
- (i) The Chairman of the Community Services Division may appoint such committees as will aid in carrying out the Division's responsibilities, the members of which need not be among the appointed members of the Division, but the members shall be selected on the basis of appropriateness to the particular matter of concern, and with due regard to the desirability of selecting citizens who are representatives of the area as set forth in Article II, Section 2(b).

Article IX

MISCELLANEOUS

SECTION 1 - The office of the corporation shall be located in the Town of Vestal, County of Broome, New York.

SECTION 2 - The fiscal year of the corporation shall be from January 1 to December 31, inclusive.

Article X

AMENDMENTS

SECTION 1 - These By-Laws may be enlarged, amended, or repealed by a two-thirds vote of the members present at any meeting of the Board of Directors, which two-thirds shall not be less than a majority of the entire Board, provided that notice in writing of such proposed change shall have been given to each director at least ten days before such meeting if given personally, and/or at least thirteen days before such meeting if given by mail.