

BY-LAWS OF



September 22, 2008

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BYLAWS OF THE DIVERSITY CONSORTIUM OF TOMPKINS COUNTY, INC.

Revision date: September 22, 2008

ARTICLE I

MISSION AND BENEFITS

Section 1. **Mission.** The mission of the Corporation is to serve as a catalyst to promote the benefits of diversity and inclusion through educating, enhancing awareness of, providing a supportive network for, and sharing best practices with all affiliates of the Corporation. To this end, the affiliates of the Corporation shall strive to:

- a. promote workplace diversity and inclusion by recruiting, hiring, promoting, retaining, and providing educational and growth opportunities for all;
- b. provide high-quality, dynamic, and responsive programs and services in diversity and inclusion issues to the community;
- c. be a community resource on diversity and inclusion topics;
- d. facilitate the development of and guide organizations in adopting diversity and inclusion practices;
- e. establish and promote standards for diversity and inclusion; and
- f. facilitate diverse workforce employment, recruitment, and retention opportunities for area employers and employees.

Section 2. **Benefits.** The benefits of being an affiliate to the Corporation include access to educational and best practice presentations, discussions, forums, recruiting and hiring resources, and resources on diversity and inclusion topics. The Corporation provides a built-in network of experienced and practicing diversity and inclusion professionals and employers, access to and representation on the Corporation's website, representation at board meetings and on sub-committees, and an opportunity to demonstrate an organizational commitment to diversity and inclusion. The Corporation also provides trusting relationships and a safe environment in which to discuss, deliberate and resolve common problems

ARTICLE II

AFFILIATES

Section 1. **Qualifications.** The qualifications for affiliation with the Corporation shall be as stated in Sections 3, 4, and 5 of this article. To support the mission of the Corporation, there shall be no discrimination in affiliation due to race, religion, creed, sex, age, national origin, disability, veteran status, sexual orientation, gender expression or any other legally protected characteristic or class. Affiliates must be willing to demonstrate a commitment to advancing diversity through inclusion of underrepresented groups in the workplace.

Section 2. **Non-transferability of Affiliation.** Affiliation with the Corporation is neither transferable nor assignable.

Section 3. **Employer Affiliates.** Affiliation with the Corporation is held in the affiliated organization's name. Small employers (up to 50 employees) may designate up to two representatives. Medium sized employers (51 to 499 employees) may designate up to three representatives. Large employers (500 or more employees) affiliated with the Corporation may designate up to five representatives. Affiliation is by application, to be reviewed and approved by a majority of the current Board or as otherwise delegated by the Board.

Section 4. **Individual Affiliates.** Individuals not representing a particular organization, but who represent a personal commitment to the Corporation's mission, may apply for affiliation at the minimum affiliation fee.

Section 5. **Student Affiliates.** Individuals who are actively enrolled in a college or university may apply for a student affiliation for educational purposes at no charge.

Section 6. **Application for Affiliation.** Application for affiliation must be made on the Corporation's affiliation application form. New affiliates shall be afforded full affiliation rights and benefits from the date the application is approved.

Section 7. **Employer Affiliate Representation.** Each employer affiliate is entitled to have representatives, as designated in section 3 of this article, present at regular and annual meetings of the Board. The representatives may provide information or statements on behalf of the organization in writing or orally, subject to time constraints or as otherwise in the discretion of the Board. Representatives may serve on sub-committees as approved by a majority of the Board. Individual affiliates or the affiliate organizations are not eligible to vote at meetings of the board.

Section 8. **Individual Affiliate Representation.** Individual affiliates are entitled to be present at regular and annual meetings of the Board.

Section 9. **Dues.** The Board, prior to mailing of annual renewal notices, shall establish annual dues for the following year. The annual dues shall be made a part of the official minutes of the meeting and shall be transmitted to all affiliates via an annual invoice.

ARTICLE III

MEMBERS

The corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. **Powers and Number.** The Board of Directors has general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of Directors constituting the entire Board after the first annual meeting of the Board of Directors shall be eleven. Each Director shall be at least eighteen (18) years of age.

Section 2. **Election and Term of Office.** The initial directors are the persons named in the Certificate of Incorporation who serve until the first annual meeting of the Board of Directors. The first board will be divided into two classes with one class serving an initial term of one year, and one class serving an initial term of two years. Thereafter, the Directors will hold office for two-year terms. Directors elected to fill an un-expired term (whether resulting from death, resignation, or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected for up to three consecutive full terms.

Section 3. **Removal.** Any Director may be removed at any time with or without cause by a vote of a majority of the Board at any meeting provided at least one week's notice is given to the entire Board of Directors then in office.

Section 4. **Resignation.** Any Director may resign from office at any time in writing at the time specified in the notice, and if no time is specified, at the time of its receipt by the Corporation or the President of the Board of Directors. The acceptance of a resignation by the Board of Directors is not necessary to make it effective. A resignation does not discharge any accrued obligation or duty of a Director.

Section 5. **Vacancies and Newly Created Directorships.** Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office regardless of their number, and the Directors so elected will serve until the next annual meeting.

Section 6. **Meetings.** Meetings of the Board may be held at any place as the Board may from time to time fix, or as specified in the notice or waivers of notice thereof. The annual meeting of the Board will be held within the last quarter of the fiscal year at a time and place fixed by the Board. The Board shall hold no less than three (3) other regular meetings during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President of the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. **Notice of Meetings.** Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, will be e-mailed to each Director, and if e-mail is unavailable, then notice shall be faxed or mailed to the board member's residence or usual place of business (or at such other address as the Director has designated in a written request filed with the Secretary), at least three days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to the Director at such address by telegram, electronic mail, given personally or by telephone, or facsimile, not less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. No notice need be given of any adjourned meeting.

Section 8. **Quorum and Voting.** Unless greater proportion is required by law or these bylaws, a majority of the entire Board constitutes a quorum for the transaction of business or of any specific item of business. Except as otherwise provided by statute or by these bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, will be the act of the Board. If at any meeting less than a quorum is present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 9. **Action by the Board.** Any action required, or permitted to be taken, by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee will be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

Section 10. **Compensation.** Any Director of the Corporation is authorized to receive reasonable compensation for professional services rendered to the Corporation when authorized by two-thirds of the entire Board of Directors and only when so authorized. No salary will be paid to Directors for serving as directors on the Board.

ARTICLE V
OFFICERS

Section 1. **Officers.** The Officers of the Corporation will be a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time appoint. All such Officers shall be Directors of the Board.

Section 2. **Election and Term of Office.** The Officers of the Corporation will be elected for a two year term at the annual meeting of the Board of Directors immediately following the election of Directors, and each will continue until the officer's successor has been elected and qualified, or until the officer's death, resignation or removal.

Section 3. **Removal.** Any Officer may be removed at any time with or without cause by a vote of a majority of the Board at any meeting provided at least one week's notice is given to the entire Board of Directors then in office.

Section 4. **Vacancies.** In case of any vacancy in any office, a successor to fill the un-expired portion of the term may be elected by the Board of Directors.

Section 5. **President: Powers and Duties.** The President shall preside at all meetings of the Board of Directors. The President has general supervision over the affairs of the Corporation and will keep the Board of Directors fully informed about the activities of the Corporation. The President shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 6. **Vice President: Powers and Duties.** A Vice-President shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice President, in the order designated by the Board of Directors, shall perform the duties of the President.

Section 7. **Secretary: Powers and Duties.** The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose. The Secretary shall be responsible for the giving and serving of all notices of the Corporation, shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to the Secretary by the Board of Directors.

Section 8. **Treasurer: Powers and Duties.** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all monies, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting and whenever else required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of the Treasurer's duties as the Board of Directors may determine.

ARTICLE VI COMMITTEES

Section 1. **Committees of the Board.** The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The President of the Board of Directors shall appoint the Chair of each committee. Each committee so appointed shall consist of at least one Director of the Board and may also include non-directors appointed by the board.

Section 2. **Executive Committee.** The Board may appoint an executive committee that shall consist of the Officers and such other Directors as the Board shall determine. The executive committee shall have all the authority of the Board except the following:

- a. the filling of vacancies on the Board or on any committee;
- b. the amendment or repeal of the bylaws or the adoption of new bylaws;
- c. the amendment or repeal of any resolution of the Board which by its terms shall not be subject to amendment or appeal;

Section 3. **Nominating Committee.** The Nominating Committee shall bring nominations for new Directors and Officers to the full board.

Section 4. **By-laws Committee.** The By-laws Committee shall review the by-laws at least once each year and shall bring suggested changes to the Board for a vote.

Section 5. **Additional Committees.** The President with the consent of the Board may appoint additional committees, and shall have only the powers specifically delegated to them by the Board.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. **Checks, Notes and Contracts.** The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who is authorized in the endorsements, checks, releases, contracts and documents.

Section 2. **Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 3. **Loans to Board and Officers.** The Corporation shall not make loans to Directors or Officers of the Corporation.

Section 4. **Financial Review.** An ad-hoc committee of the Board shall conduct a financial review of the Corporation's financial records once each year.

ARTICLE VIII

OFFICE AND BOOKS

Section 1. **Office.** The Office of the Corporation will be located at such place as the Board of Directors may from time to time determine.

Section 2. **Books.** There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31 of each year.

ARTICLE X
INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that the person or the person's testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE XI
AMENDMENTS

These bylaws shall be reviewed annually and may be amended or repealed by the affirmative vote of two-thirds of the entire Board at any meeting of the Board of Directors, upon prior notice of intent to amend or repeal said bylaws.

ARTICLE XII
CONFLICTS OF INTEREST

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might 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 nonprofit and charitable organizations.

Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. 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 of 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.

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

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest:**
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or 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.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing 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. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers 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 governing board's or committee's decision as to whether a conflict of 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.

Compensation

- a. A voting member of the governing board 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 governing board or any committee whose jurisdiction includes 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.

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, periodic reviews shall be conducted. 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 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.

Use of Outside Experts

When conducting the periodic reviews as provided for above, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII

NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for any reasons including, but not limited to, race, color, ethnicity, national origin, sex/gender expression, sexual orientation, sexual preference, religion, creed, age, marital status, disability (including HIV infection and AIDS), ex-offender status or Vietnam Era or special disabled veteran status or any other national, state or locally protected class.

ARTICLE XIV

EXPENDITURE RESPONSIBILITY

Section 1. **Purpose of Contributions.** The Corporation shall have the power to make contributions and to render other financial assistance for its charitable purposes.

Section 2. **Exclusive Power in the Board of Directors.** The Board of Directors has exclusive control over contributions, grants and other financial assistance given by the Corporation. The Board of Directors will review all requests for funds, which must be in writing and must specify the use to which the funds will be put. If the Board of Directors approves a request for funds, only the Board may authorize payment of such funds to the approved recipient.

Section 3. **Refusal: Withdrawal.** The Board of Directors, in its absolute discretion, has the right to refuse to make any request for contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board of Directors, in its absolute discretion, has the right to withdraw its approval of any grant at any time and use the funds for other charitable purposes consistent with the Corporation's purposes.

Section 4. **Grants to Other Organizations.** The Board of Directors may make contributions to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of § 501(c)(3) of the Code or to any individual who adequately demonstrates that the use of the funds will further the charitable goals of the Corporation. Such an organization may be either a domestic or a foreign organization. If the Board of Directors approves funding to another organization for a specific project or purpose, the Corporation may solicit funds for the grant. However, contributions received by the Corporation from such solicitations are regarded as for the use of the Corporation and not for the grantee organization.

Section 5. **Accounting Required.** All grantees must furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board of Directors.

Section 6. **Restrictions on Contributions.** The Corporation retains complete control and discretion over the receipt and use of all contributions it receives. Contributions accepted by the Corporation from solicitations for specific recipients shall be regarded as for the use of the Corporation and not for the organizations for which the funds were solicited. The Corporation refuses to accept contributions earmarked exclusively for allocation to one or more foreign organizations or to any individual.

ARTICLE XV
PARLIAMENTARY PROCEDURE

The rules contained in *Robert's Rules of Order* may guide the Corporation with respect to the conduct of meetings where they are applicable and if they are not inconsistent with these bylaws, or common courtesy, or any special rules the Corporation may adopt.

THE FOREGOING DOCUMENT IS A TRUE AND ACCURATE COPY OF
THE BYLAWS OF THE DIVERSITY CONSORTIUM OF TOMPKINS
COUNTY DULY ADOPTED BY THE BOARD OF DIRECTORS ON

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