

## Development Committee Minutes June 1, 2015

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MEMBERS PRESENT: Judge James H. Cecile, Erich W. Shafer, David A. Scharoun

MEMBERS EXCUSED: Robert T. Tackman

MEMBERS ABSENT: None

GUESTS PRESENT: None

STAFF PRESENT: Joseph E. O'Hara

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### **CALL TO ORDER:**

At 4:45 pm, the June 1, 2015 Development Committee meeting was called to order by Judge James Cecile.

### **APPROVAL OF PREVIOUS MINUTES**

***David Scharoun made a motion to approve the May 2015 minutes, Erich Shafer seconded the motion; the motion passed unanimously.***

### **By Laws Revision Per CAP LAW Advisement**

The Committee continued its review of the PEACE, Inc. by-laws revisions to insure compliance with CAP Law standards. The committee specifically discussed the current language and proposed revisions.

***The recommended changes (see attachment) were approved on a motion by Erich Shafer, Seconded by David Scharoun, and unanimously approved.***

The by-laws revisions were forwarded to the Board of Directors on May 21, 2015, via certified mail for their review.

The draft revisions will be presented by Chairman Cecile to the full Board at the June meeting to be voted on.

**Board Governance Information from DOS Program Analyst Ms. Tina LaRocca-Marcellus**

The committee reviewed information from our CSBG Program Analyst Ms. Tina LaRocca-Marcellus relative to Board Governance standards which will be included in the next triannual review scheduled for 2017.

**OLD BUSINESS:**

Mr. O'Hara informed the Committee that the Ready-or-Not Self-Assessment has been completed, and will be mailed to the Board.

Mr. O'Hara also noted that the Living Wage Salary Adjustment to \$10.10 per hour for PEACE, Inc.'s lowest paid employees is effective July 1, 2015.

**NEW BUSINESS:**

**Board Secretary**

Former Board Secretary, Rick Shafer, resigned because he will be residing in Florida for six months of the year.

***Chairman James Cecile made a motion to nominate Erich Shafer to the full Board as Board Secretary, to serve out the rest of the vacated term. Board President David Scharoun seconded the motion, and it was unanimously approved.***

The motion will be voted on at the June 22, 2015 Annual Board Meeting.

**ADJOURNMENT:**

***At 5:15 PM, the June 1, 2015 Development Committee meeting was adjourned on a motion by Erich Shafer, seconded by David Scharoun. The motion carried.***

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Peoples Equal Action and Community Effort, Inc.

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Syracuse NY 13202

Phone: (315) 470-3300

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[www.peace-caa.org](http://www.peace-caa.org)

*Mission Statement: Helping people in the community realize their potential for becoming self-sufficient*

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## **BY-LAWS**

### **ARTICLE I – NAME**

1. The name of the Corporation shall be Peoples Equal Action and Community Effort, Inc. Its official acronym will be PEACE, Inc.
2. The official name of the corporation and or the official acronym may be used interchangeable.
3. The Corporation shall be a private, not-for-profit corporation.

### **ARTICLE II – PURPOSES**

1. The Corporation is established to serve community needs and attempts to eliminate some of the present and future causes and effects of poverty in the County of Onondaga. The Corporation is established to stimulate a better focusing of all available Local, State, Private, and Federal resources upon the goal of enabling low-income families, and low-income individuals of all ages, in rural and urban areas throughout Onondaga County, to attain the skills, knowledge, motivation, and to secure the opportunities needed for them to become self-sufficient. The corporation may pursue similar efforts in counties outside of Onondaga upon approval of the Board of Directors.
2. Further objectives and purposes of the Corporation as stated in the Certificate of Incorporation.

### **ARTICLE III – MEMBERSHIP**

#### **1. Composition:**

The Board of Directors shall consist of between five (5) and twenty one (21) members and should be divisible by three (3).

#### **2. The Board shall be composed so as to assure that:**

- A. Not fewer than 1/3 of the members of the Board are elected public officials, holding office on the date of selection, or their representatives,

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except that if the number of such elected officials reasonably available and willing to serve on the board is less than 1/3 of the membership of the board, membership on the board of appointive public officials or their representatives may be counted in meeting such 1/3 requirement.

- B. Not fewer than 1/3 of the board are chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the neighborhood served; and not fewer than 1/3 of the Board must be representative of low-income individuals and families in the neighborhood served. Each representative of low-income individuals and families selected to represent a specific neighborhood within a community must reside in the neighborhood represented by the member.

- C. The remaining Board members are representatives or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

### 3. Selection Process:

- A. The Board of Directors shall select and appoint its members.
- B. The Board of Directors shall establish, approve, and maintain a selection process, which complies with statutory requirements, through the recommendation of its Board Development Committee.
- C. The Development Committee will interview candidates and review their credentials. The Development committee will provide a copy of the Conflict of Interest Statement to any potential candidates for review. The Development Committee will then recommend qualified candidates to the full board.
- D. The Board of Directors will vote on candidates at the regularly scheduled Board Meetings.
- E. The Board term will begin on the first of the month immediately following the affirmative vote of the Board of Directors
- F. Newly seated Directors will receive ongoing orientation and will be required to attend at least one meeting of each of the following standing committees: Personnel/EEO, Finance, Planning and Board Development. Once the newly seated Director has attended at least one meeting of each of the standing committees, the Director will be assigned as a member of a standing committee by the Board President.

### 4. Petition Process:

The Board of Directors shall establish, approve, and maintain procedures under which a low-income individual, community organization or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on

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the board (or other mechanism) of the corporation, to petition for adequate representation.

**5. Term of Membership:**

- A. Directors will serve a term of three (3) years. If a Director of the Board is elected as an officer they will complete the full term of that office which supersedes their three (3) year term.
- B. Board Members may be seated on the board for three (3), three (3) year terms or for a total of nine (9) years. Board members may complete these terms consecutively or they can be broken up with time taken off in-between the terms. *[Any board member who has not completed 9 years of service as of the date of this amendment (April 24, 2006), shall be permitted to serve three (3), three year (3) terms subject to the rules in Section 5 of the bylaws.]*
- C. Board Officers may be nominated to serve two (2), three (3) year terms.
- D. Those directors renewing their terms must re-establish their eligibility through the selection process stated above.
- E. Every effort will be made to ensure that the terms of all directors will be staggered to assure that not more than one-third (1/3) of seats expire within any sector of representation, within any given year.

**6. Director Emeritus**

- A. Board members will be eligible for Director Emeritus after serving nine (9) years on the Board
- B. The Board will vote on appointments to Director Emeritus status.
- C. The Director Emeritus will be recognized at the Annual Dinner.

Director Emeritus members will not have voting privileges but will be able to participate in the following activities:

- A. Attending Board meetings
- B. Attending Committee meetings
- C. Guest at Annual Dinner
- D. Guest at Annual Meeting
- E. Guest at Holiday Celebration
- F. Invited to special events
- G. Their picture, with their name and years of service will be permanently displayed at PEACE, Inc.

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## **ARTICLE IV - VACANCIES**

### **A vacancy occurs when one of the following happens:**

- A. A Director is removed by the board for cause.
- B. A Director notifies the board in writing of his/her resignation.
- C. The elected public official removes their representative.
- D. An elected official leaves office; their designee is automatically removed.
- E. A Director has missed a total of four (4) regularly scheduled Board meetings in a Board Year (Sept to June) without a valid excuse.
- F. A Director becomes employed by the corporation.
- G. The Head Start Policy Council Board representative term shall be January 1 through December 31. The December Development Committee meeting will always include the Policy Council Candidate interview. The Planning Director will ensure that the Development Committee receives the Head Start Policy Council November minutes and the candidate's resume for the committee's review at their December meeting. The nominated candidate will then be presented to the full Board for a vote at the December meeting.

## **ARTICLE V – RESTRICTIONS**

- 1. No part of the grants to or the income of the Corporation shall benefit any Director, officer or member of the Corporation, except where such director, officer, or member qualifies under the guidelines of the program and regulations of the funding source. Reasonable compensation however may be made for services rendered to or for the Corporation as allowed by federal regulations. No benefit or composition may be given to any officer or director if such benefit or compensation endangers, violates, or voids the not-for-profit and/or tax-exempt status of the Corporation.
- 2. A Director cannot be an employee of the Corporation.
- 3. A Director shall act in a manner that is consistent with the Board of Directors' Conflict of Interest statement.

## **ARTICLE VI - MINUTES**

- 1. Written minutes shall be kept for each meeting, including a record of all votes on all motions.
- 2. The written minutes of the previous Board meeting shall be distributed to all Directors prior to the next meeting.

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## **ARTICLE VII - COMPENSATION**

Pursuant to Board Policy, Directors can be reimbursed for actual expenses incurred in the performance of his/her Board duties

## **ARTICLE VIII – OFFICERS**

Officers of the Corporation shall be the President, First Vice President, Second Vice President, Secretary and Treasurer

- A. Officers should reflect the three-part composition of the board.
- B. The term of office shall be two (2), three (3) year terms.
- C. Board Members shall be prohibited from serving in more than one elected office simultaneously.
- D. A person elected to finish out a vacated term shall be eligible to run for two (2) full terms.

## **ARTICLE IX -DUTIES OF THE OFFICERS**

### **1. The duties of the President shall be:**

- A. To preside at all meetings of the Board; he/she shall oversee the affairs of the Board of Directors; he/she shall have authority to call regular and special meetings of the Board; and he/she shall see that all orders and resolutions of the Board are carried into effect.

### **2. The duties of the first and second Vice President shall be:**

- A. In the absence of; or the disability of the President to perform and exercise the powers of the President, the 1<sup>st</sup> Vice President shall perform all duties in place of the President, and in the absence of or the disability of the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall perform all duties in place of the 1<sup>st</sup> Vice President, and;
- B. Perform such duties as prescribed by the Board of Directors

### **3. The duties of the Secretary shall be:**

- A. To record all votes, read official correspondence as directed by the President, and record minutes of all proceedings in a book to be kept for that purpose.
- B. Perform such other duties as may be prescribed by the President of the Board of Directors under whose supervision the Secretary shall act.
- C. In the absence of; or the disability of the 2<sup>nd</sup> Vice President to perform and exercise the powers of the President, the Secretary shall perform all duties in place of the 2<sup>nd</sup> Vice President.

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4. The duties of the Treasurer shall be:

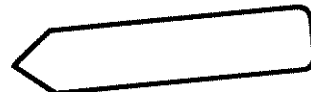
- A. To chair the Finance Committee.
- B. To ensure the care and custody of Corporate funds and other valuable properties.
- C. To ensure that all persons who are authorized to sign any appropriate Corporate documents must be bonded in an aggregate amount of not less than twenty-five thousand dollars (\$25,000.00).
- D. To render to the President or the Board of Directors or both, whenever required by either of them, an account of all transactions as Treasurer or of the financial constitution of the Corporation.
- E. In the absence of; or the disability of the Secretary to perform and exercise the powers of the President, the Treasurer shall perform all duties in place of the Secretary.

**ARTICLE X- COMMITTEES**

1. There shall be an Executive Committee composed of current officers as outlined in Article VIII and all current committee chairpersons of standing committees. The Executive Committee may conduct agency business between regular meetings of the full board. The Executive Committee shall fairly reflect the three-part composition of the Board of Directors. If the Composition of the Executive Committee does not reflect this representation, then additional members shall be appointed by the President so as to comply with the above.

2. There shall be the following standing committees:

- A. Personnel/EEO
- B. ~~Finance/Audit Committee~~ Finance
- C. Planning
- D. Board Development
- E. ~~Nomination Committee for Election of Officers~~



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- 3. Ad Hoc Committees may be appointed by the President to perform a specific and limited function. When the specified function is accomplished, the President shall disband such committees.
- 4. Quorum for all committees is 50% of the committee membership.
- 5. Committees shall fairly reflect the composition of the board.
- 6. The President shall appoint the Chairperson of all committees and the Chairperson of each committee shall solicit and appoint members to their respective committee.

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7. Each director shall serve on at least one (1) committee.
8. All committees will take and maintain minutes of all meetings and will submit them to the Board of Directors by the next regular meeting of the board.
9. The President may serve as a member of any committee.

**ARTICLE XI- ELECTION OF BOARD OFFICERS**

1. Board Officer nomination will be in May.
2. Officer elections will be in June.
3. New Officers will be seated at the annual Board Meeting in June.
4. The term of office will begin September 1<sup>st</sup>.
5. The Board Development Committee functions as the Nomination Committee for the Election of Officers.



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**ARTICLE XII- QUORUM AND VOTING**

1. At least fifty percent (50%) of the non-vacant seats of the Board of Directors must be present to constitute a quorum of the Board of Directors.
2. At least fifty percent (50%) of non- vacant seats must be present to constitute a quorum of all committees, including the Executive Committee.
3. Each member of the Board of Directors shall have one (1) vote.
4. There shall be no proxy voting.

**ARTICLE XIII- MEETINGS**

1. Regularly scheduled meetings of the Board of Directors will be held at least nine months out of the Board of Director's calendar year.
2. Board meetings shall *[generally]* be held on the fourth Monday of each month, unless there is a holiday, in which case the meeting will be held the third Monday of that month, or be cancelled and not held for that month.
3. Notice of meeting shall be mailed not more than thirty (30) days and no less than six (6) days in advance of the meeting. *[Directors may elect to receive notice of meetings by electronic mail in lieu of postal delivery. Any Director opting to receive notices by electronic mail will give written authorization with their preferred email address at the June Annual Meeting in writing. Directors may change their preferred method of notice at any time by notifying the Executive Director or the President of the Board in writing.]*

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4. The Order of Business at regular monthly meetings of the board shall be:
  - Verbal Role Call/Quorum Check
  - Call to order
  - Moment of silence
  - Approval of minutes
  - President's Report
  - Financial Report
  - Committee Reports
  - Executive Director's Report
  - Center Reports
  - Old Business
  - New Business
  - Adjournment
5. The agenda may be changed or amended by the quorum present.
6. Special meetings of the Board of Directors may be called by the President or at the signed request of six (6) Directors of the Corporation in writing duly filed with the Secretary. The written notice of such meetings shall specify the purpose for which the meeting is called, and no other business shall be conducted.
7. Generally all meetings shall be held at the main office of the Corporation at times reasonably convenient for the Directors to attend. Directors may attend and participate in Board and Committee meetings electronically.
8. All Board meetings shall be open to the public.
9. Executive Sessions shall be convened by the President, with a majority vote of Directors present, and conducted according to law.

#### **ARTICLE XIV - ANNUAL MEETING**

1. There shall be an annual meeting of the Board of Directors held during the month of June. The Secretary thereof shall give notice of time and place no less than ten (10) days prior to the meeting by mailing written notices to the Board of Directors.
2. At the annual meeting, the agenda shall be as follows:
  - Roll Call
  - Report of the President
  - Seating of New Officers

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- Committee Reports
- Audit Report
- Old Business
- New Business
- Adjournment

**ARTICLE XV- POWER OF THE BOARD OF DIRECTORS**

1. Hire, retain and evaluate the Executive Director. The Board shall also have the power to discharge the Executive Director.
2. Set policy and goals for the Corporation.
3. Authorize and amend annual Budget.
4. Authorize, amend or terminate programs.
5. The Corporation shall maintain Directors and Officers Liability Insurance that will indemnify the Directors for any cause of action arising from decisions or actions taken within the scope of their duties.

**ARTICLE XVI-REMOVAL OF DIRECTORS**

By a majority vote of the Board of Directors;

1. A Director of this Board may be removed for cause.
2. When a Director has missed at least four (4) scheduled meetings in one Board of Directors Calendar Year, without valid excuse.
3. The Secretary will notify any Director who has been absent for more than two (2) meetings without a valid excuse. The Administrative Assistant will notify a director in writing of this provision of the By-laws, and a copy will be forwarded to the Secretary and President of the Board.

**ARTICLE XVII- PARLIAMENTARY AUTHORITY**

Robert's Rules of Order will determine parliamentary authority as revised, except to extend such rules of order inconsistent with the By-laws of this Corporation herein.

**ARTICLE XVIII – CONFLICT OF INTEREST STATEMENT**

A separate Conflict Statement will be signed and attached to each Board of Director's File

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**ARTICLE XIX – BY-LAWS**

1. These By-laws are intended to comply with all applicable federal, state and local laws. If any provisions of these By-laws violate law, are inflexible or endangers the not-for-profit tax-exempt status of the Corporation, the remaining By-laws shall be deemed valid and interpreted without such provisions.
2. These By-laws may be amended, altered or repealed in whole or in part by a two-thirds (2/3) vote of the Board of Directors at any meeting called for such purposes upon written notice, which notice shall include the complete text of such proposed amendment to be delivered personally or by certified mail with return receipt, to each of the Director at least two-weeks in the advance of such meetings.

**ARTICLE XX-DISSOLUTION**

This Corporation may be dissolved in any manner consistent with federal law.

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**CONFLICT OF INTEREST**

Conflict of Interest Clause for By-Laws

A conflict of interest exists when a matter to be acted upon by the Board confers a direct, substantial benefit to any Director, spouse, mother, father or children, business or agency from which a Director of the Board derives an income or has authority in governance.

A Director shall abstain from voting on any matter before the Board, which places him/her in a conflict of interest.

Prior to voting on matters in which a potential conflict of interest exists for any Director, the Board President shall inquire whether any Director of the Board desires to abstain from voting because of a conflict of interest and any Director of the Board shall declare that he/she abstains from voting if a conflict of interest exists. Prior to voting on any matter, a Director of the Board may be requested by any Director of the Board to abstain from voting because of a conflict of interest. If the challenged Director refuses to abstain from voting as requested, the Board President shall immediately call for a vote of the Directors to determine whether the challenged Director is in conflict of interest and shall be required to abstain from voting on the matter before the Board. If a two-third (2/3) majority of the Directors present votes to require the abstention of the challenged Director, that Director shall not be permitted to vote.

Signature \_\_\_\_\_

Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

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