

BY-LAWS OF THE NEW YORK STATE FORUM, INC.
A NEW YORK NOT-FOR-PROFIT CORPORATION

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ARTICLE I

DESCRIPTION

Section 1.1. Name. The name of the corporation is The New York State Forum, Inc. (hereinafter, the “Corporation” or “The Forum”).

Section 1.2. Organization. The Corporation was organized under and is governed by the New York Not-for-Profit Corporation Law and is a 501(c)(3) tax exempt organization pursuant to the Internal Revenue Code.

Section 1.3. Principal Office. The principal office of the Corporation shall be maintained in the County of Albany, State of New York.

ARTICLE II

MEMBERSHIP

Section 2.1. Members. There shall be three types of members: (1) Governmental Members; (2) Non-governmental Organization Members; and (3) Affiliate Members (collectively, the “Members”). The Members shall have all the rights of members specified in the New York State Not-for-Profit Corporation Law except as noted in these By-Laws.

Section 2.1.1. Governmental Members.

- A. This membership is open to any unit of New York State government including, but not limited to:
- i. any department, board, bureau, commission, division, office, council, committee;
 - ii. the Office of Information Technology Services and each and every IT Cluster within the Executive;
 - iii. a public benefit corporation or public authority at least one of whose members is appointed by the Governor;
 - iv. the State University of New York or the City University of New York, including all their constituent units, including community colleges of the State University of New York, but not including the independent institutions operating statutory or contract colleges on behalf of the State;
 - v. both houses of the State Legislature and any entity of the legislature;
 - vi. the judiciary;

- vii. New York City government agencies and Commissions (sometimes referred to herein as the New York City Governmental Members); and
 - viii. Other municipalities, which shall mean any jurisdictional subdivision of the State including, but not limited to, counties, cities, towns, villages, improvement districts and special districts, industrial development agencies and local public authorities and public corporations, and shall also include school districts and similar entities.
- B. Each Governmental Member shall designate a single representative to represent who shall:
- i. attend meetings of the Forum as the “Member Representative”;
 - ii. have one vote on matters before the Corporation with the exception of the Office of Information Technology Services which shall have 10 votes and with the further exception of the City of New York governmental members which, as a class, shall have 10 votes; and,
 - iii. be the contact point between the Member Representative’s organization and The Forum. Governmental Members may designate an alternative representative to act when the Member Representative is unavailable (the “Alternate Representative”); the designation of an Alternate Representative must be made in writing to the Chair or to the Executive Director of The Forum.
- C. All persons employed by a Governmental Member in good standing, including but not limited to the designated Member Representative or Alternate Representative:
- i. are entitled to participate in programs, Work Groups and Projects of The Forum;
 - ii. may enjoy the benefits of membership as may be established on an annual basis by the Board of Directors;
 - iii. may chair or lead Work Groups or Projects; and,
 - iv. may serve as a member of Board of Directors.

Section 2.1.2. Non-Governmental Organization Members.

- A. This membership is open to any organization, whether profit or non-profit, operating in the State of New York. Each Non-governmental Organization Member shall designate a single Member Representative who shall:

- i. represent the Non-governmental Organization Member at meetings; and,
 - ii. be the contact point between the member entity and The Forum;
- B. Non-governmental Organization Members may designate not more than two Alternative Representatives to act when the Member Representative is unavailable; the designation of such an Alternate Representatives must be made in writing to the Executive Director of The Forum.
- C. All persons employed by a Non-governmental Organization Member in good standing, including but not limited to the designated Member Representative or Alternate Representatives:
- i. are entitled to participate in all programs and meetings of The Forum, provided, however, that Non-governmental Organization Members shall not have the right to vote at meetings of the Members of the Corporation;
 - ii. may enjoy the benefits of membership as may be established on an annual basis by the Board of Directors;
 - iii. may chair or lead Work Groups or Projects; and,
 - iv. may, subject to the limitations set forth in Article IV of these By-laws, serve as a member of Board of Directors.
- D. Non-governmental Organization Members shall be constituted as the “IT Corporate Roundtables.” There shall be a State IT Corporate Roundtable which concentrates on New York State issues, including local government issues outside of the City of New York, and a New York City IT Corporate Roundtable which concentrates on New York City Issues. The IT Corporate Roundtables shall each have an elected Chair and Vice Chair. The IT Corporate Roundtable Chairs serving at the time of the adoption of these amended Bylaws shall continue to serve as the IT Corporate Roundtable Chairs for the remainder of their term. Annually, The IT Corporate Roundtables shall each elect a Vice-chair and shall be governed by the operating procedures governing Projects and Work Groups. The Vice-chair of each Corporate Roundtable will become the chair of the applicable Corporate Roundtable the following year. The IT Corporate Roundtable Chairs and the immediately preceding IT Corporate Chairs shall be, by virtue of their positions, ex-officio voting members of the Board in accordance with Article 4 section 4.4.2.

Section 2.1.3. Affiliate Members. This membership is extended to any individual who has an interest in the mission and objectives of The Forum including, but not limited to, retirees. Affiliate Members are entitled to participate in designated programs of The Forum and may enjoy such other benefits of membership as may be established on an annual basis by the Board of Directors.

Section 2.1.4. Payment of Dues.

- A. Suspension of Membership. The membership of any Member whose dues remain unpaid for a period ninety (90) days or more after the date such dues were required to be paid shall be suspended. No membership shall be suspended unless the Member has been given notice (i) that the ninety (90) day period for payment of dues has passed, and (ii) informing such Member that if the dues payment is not made within thirty (30) days from the date of such notice, all benefits of membership, including, but not limited to, all voting rights, will be suspended until such time as the member returns to good standing.
- B. Effect of Suspension of Membership. Upon suspension of the membership of a Member, such Member shall forfeit all privileges of membership including, but not limited to, the right to vote, the right to receive notices of meetings and Forum activities, the right to serve on the Board of Directors and the right to attend events limited to Forum members. In the event of the suspension of the membership of a member of the Board of Directors, the Member's seat on the Board shall be deemed vacant, and shall be filled by the members of the Board of Directors in the manner provided in Section 4.6 of these By-laws.

Section 2.2. Voting Rights of Members. Only Governmental Members shall have the right to vote at meetings of the Members.

Section 2.3. Meetings of Members.

Section 2.3.1. Annual Meeting. The Members shall hold an annual meeting for any proper business during the first two months of the fiscal year.

Section 2.3.2 Special Meetings. The Members shall hold a special meeting whenever such a meeting is called: (i) by the Chair, or (ii) by the Secretary upon the written demand of the Members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting. Special meetings shall be held at such time and place as may be fixed by whichever of the Chair or the Secretary (upon demand as described above) called the meeting.

Section 2.3.3. Notice. Notice of any meeting shall be given to each Member in good standing by delivering personally or by first class mail, at the address set forth on The Forum's Membership Roster, or by electronic mail or facsimile transmission or by any other means permitted by law, not less than (10) days prior to the meeting. The notice must include the place, date, and hour of the meeting, and except for annual meetings, the person(s) responsible for the calling of the meeting. Notice of all meetings must state the purpose(s) for which the meeting is being called

Section 2.4. Quorum. At all meetings of the Members, a quorum shall consist of not less than the lesser of (a) 100 members entitled to cast a vote or (b) 10 percent of the total number of votes entitled to be cast.

Section 2.5. Unanimous Consent of Members in Lieu of Meeting. Pursuant to the provisions of Section 614 of the Not-for-profit Corporation Law, whenever any action is required or permitted to be taken by vote, such action may be taken without a meeting if all of the Members entitled to vote thereon consent in writing, or in any other manner permitted by law, to the adoption of a resolution authorizing such action.

ARTICLE III

MISSION AND PURPOSES

Section 3.1. Mission. It is the mission of The Forum to advance New York State's public sector information technology practices through collaboration and knowledge transfer with the New York State information technology, business and government communities.

Section 3.2. Purposes. The general purposes for which the Corporation is formed shall be to (i) foster better understanding by governmental officials in New York State of information resource technologies and practices, (ii) assist New York State governmental entities and others in the development and utilization of policies, practices, and technologies for effective, equitable, and secure use and management of information resources, and thereby provide meaningful opportunities for the advancement of knowledge of such governmental officials and others through meetings, conferences, seminars, symposia or other means, and (iii) otherwise lessen the burdens of government. The specific purposes of the Corporation are to:

1. promote exchange of information, sharing of information management experiences, and cooperation among the public and private sectors in New York;
2. develop cooperative projects that result in shared information technology resources and collaborative problem solving;
3. recognize and showcase exemplary information resource practices at the organizational and individual levels;
4. promote guidelines and standards that facilitate technology best practices;
5. examine and recommend policies and guidelines that affect the development, use, and procurement of information resources within New York State;
6. promote research, development, evaluation, and use of advanced information

technologies applicable to the public sector;

7. maintain an active liaison with organizations having expertise relevant to the use and management of information resources;
8. promote information technology resource management awareness as an essential component of professional development of the state's information resource management workforce; and
9. create an environment that allows Members to obtain information on usable solutions, practices, and ideas.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. General Powers. The general management of the activities and affairs of the Corporation shall be vested in a board of directors, which shall be known and referred to in these By-Laws as the "Board of Directors" or the "Board." The Board shall be responsible for oversight of all activities of the Corporation, have control of the funds and other property of the Corporation and shall determine its key corporate policies and strategic goals. In developing such policies and goals, the Board of Directors may consult with the various committees to the extent deemed appropriate. The Board shall take all necessary and proper steps to facilitate the business of the Corporation and to promote its best interests.

Section 4.2. Responsibilities. The Board shall have the following responsibilities:

1. provide for staff support and advise and direct Executive Director efforts to support the forum and programs of The Forum;
2. oversee the financial affairs of The Forum;
3. establish guidance for Officers, Directors, and Members to promote a culture of ethics and compliance with all applicable laws; and
4. conduct other such activities as are necessary to carry out the provisions of the Certificate of Incorporation, these By-Laws, and the purposes of the Corporation.

Section 4.3. Number. There shall be sixteen voting members of the Board. Six of such members shall be New York State governmental members, six shall be New York City governmental members and the remaining four members shall be the Chair of the State IT Corporate Roundtable, the Chair of the New York City IT Corporate Roundtable, the immediate past Chair of the State IT Corporate Roundtable, and the immediate past Chair of the New York City IT Corporate Roundtable. The members of the Board, other than the IT Corporate Roundtable Chairs and past Chairs, shall be chosen in accordance with the provisions of section 4.4.1 of this

Article.

Section 4.4. Directors.

Section 4.4.1. Elected Government Directors. Government Directors shall be elected by the Governmental Members at the Annual Meeting of the Members or by electronic or mail ballot to the membership. The Secretary shall transmit a ballot to each Member entitled to vote. Such ballot will list the candidates selected by the Nominating Committee to stand for election to the Board of Directors.

Section 4.4.2. Non-Governmental Organization Directors.

- A. Corporate Roundtable Chairs and Immediate Past Chairs. The IT Corporate Roundtable Chairs and the immediately preceding past-Chairs shall be ex officio members of the Board of Directors with the right to vote. The IT Corporate Roundtable Chairs shall serve as directors for the one-year term of their positions as Chairs of the State or New York City IT Corporate Roundtable, and the immediately preceding Past Roundtable Chairs shall serve as directors for the one year period following the conclusion of their service as Roundtable Chairs.
- B. Affiliate Members. The Board of Directors may, at the Annual Meeting of the Board of Directors held pursuant to the provisions of Section 4.7.1 of this Article, appoint not more than two (2) Affiliate Members to serve as non-voting members of the Board of Directors for a term of two (2) years. An Affiliate Member of the Board may not serve more than three (3) consecutive two-year terms.
- C. Ex-officio Non-voting Members. The Board of Directors may add up to three ex-officio non- voting directors by virtue of their position. It is the intent of this provision to ensure representatives from key government organizations (e.g., OITS, DOITT, DOB, CTG) are providing input to the Board of Directors. It is the discretion of the governmental Board members to decide which government entities they would like represented at Board meetings. Such ex-officio members may designate from time to time other individuals to attend on their behalf.
- D. Only members in good standing shall be eligible to serve as voting members on the Board of Directors.
- E. All Directors, regardless of how chosen, shall have one vote on matters upon which they are entitled to vote.

Section 4.4.3. Multiple Directors From the Same Organization. No more than one Corporate or Affiliate Director shall be selected from the same entity or organization.

Section 4.4.4. Term of Office of Governmental Members. New Governmental members of the Board of Directors shall initially be elected to serve a term of two years.

Directors completing their first term may then be elected for two successive two-year terms. It is the intent of this provision that no Board member shall serve for more than six consecutive years in total and must be reelected on a bi-annual basis. The six consecutive year limit may be waived on a case-by-case basis if approved by a majority of the Board.

Section 4.5. Quorum. At all meetings of the Board of Directors, a quorum shall consist of a majority of the entire Board, provided however, that no action of the Board shall be effective unless a majority of the votes are from Governmental Members of the Board.

Section 4.6. Newly Created Director Positions and Vacancies. Unless otherwise provided herein, newly created director positions resulting from an increase in the size of the entire Board and vacancies in the Board resulting from death, resignation, or removal of any director may be filled at the annual Member meeting. Vacancies in Governmental Director positions, as well as newly-created Government Director positions, may also be filled at such other times as the Governmental Board members may prescribe by electronic or mail ballot to the Membership. Vacancies in Non-governmental Director positions, if that purpose is stated in the notice of the meeting, may be filled at any other meeting of the Board, by a vote of a majority of the directors then in office. Any director appointed to fill a vacancy resulting from resignation, death, or removal of a director shall be appointed to hold office for the unexpired term of his or her predecessor.

Section 4.7. Meetings.

Section 4.7.1. Annual Meeting. The Board of Directors shall hold an annual meeting immediately following the annual meeting of the Members. The purpose of such meeting is to elect officers of the Board and review the Ethics and Conflict of Interest Certifications, and to consider such other items as may be identified in a notice or agenda provided to the Board prior to the meeting. Notice, if any, of annual meetings must be given in the manner determined by the Board. Notice shall include the time, location, and agenda of the meeting.

Section 4.7.2. Regular Meetings. Regular meetings shall be held not less frequently than quarterly and also may be held at such time and place as the Board may determine. Notice, if any, of regular meetings must be given in the manner determined by the Board. Notice shall include the time, location, and agenda of the meeting.

Section 4.7.3. Special Meetings. The Board shall hold a special meeting whenever such a meeting is called: (i) by the Chair, or (ii) by the Secretary upon the written demand of a majority of the directors then in office. Special meetings of the Board shall be held at such time and place as may be fixed by whichever of the Chair or the Secretary (upon demand as described above) called the meeting. Notice of special meeting shall be given in the manner provided in Section 2.3.3 of these By-laws provided that for purposes of this Section 4.7.3 only, personal notice must be provided at least one (1) day prior to the meeting, or mail notice must be provided at least seven (7) days prior to the meeting at the

address set forth in the membership roster of the Corporation. Notice of special meetings must state the purpose(s) for which the meeting is being called.

Section 4.7.4. Meetings of the Board Generally. Any meeting of the Board of Directors at which all the members are present in person, or of which notice has been given in accordance with these By-Laws or has been duly waived by all absentees before or after the meeting, shall be valid for all purposes provided a quorum be present. At all meetings of the Board, each voting director entitled to vote shall be entitled to one vote. The vote of a majority of the Board present at the time of a vote, if a quorum is present at the time, shall be the act of the Board except as required by Section 4.9. of this Article IV.

Section 4.8. Resignation. Any director may resign at any time by written notice delivered in person or sent by mail to the Chair, the Secretary, or the Board. Any such resignation shall take effect immediately upon receipt.

Section 4.9. Removal. The Chair may recommend that the Board remove any elected member of the Board who is absent from three consecutive meetings. Except as provided by law, any director may be removed from office at any time, with cause, by the vote of two-thirds (2/3) of the directors then in office, provided that the Director has been given notice of the charges against him or her, and an opportunity to be heard. Any Director convicted of a felony shall be deemed removed immediately upon such conviction.

Section 4.10. Compensation. Directors shall serve in that capacity without compensation, although the Board of Directors may provide for reimbursement of the expenses of directors.

Section 4.11. Unanimous Consent of Directors in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if all of the members of the Board or committee, as the case may be, consent in writing to the adoption of a resolution authorizing such action. The resolution and the related written consents by the members of the Board or committee must be filed with the minutes of the proceedings of the Board or committee.

Section 4.12. Electronic Attendance of Meetings. Members of the Board of Directors or any committee may participate in a meeting of the Board or committee, as the case may be, by conference telephone, teleconference or similar communications equipment by means of which all persons participating in the meeting can communicate with one another; such participation in a meeting shall constitute presence in person at such meeting.

Section 4.13. Committees of the Board. Except as otherwise provided in the By-Laws, the Board of Directors may by resolution of the majority of the entire Board designate from among its members an executive committee and other Board committees each of which shall consist of three or more directors who shall serve at the pleasure of the Board. Each such committee shall have such power and authority, and be subject to such restrictions, as may be determined by the Board of Directors, except that no such committee shall have the power to (a) submit to the members any

action requiring the members' approval under the New York Not-for-Profit Corporation Law; (b) fill vacancies in the Board or in any committee; (c) fix compensation of directors; (d) amend or repeal any resolution of the Board that by its terms shall not be so amended or repealed, (e) adopt, amend or repeal bylaws; (f) elect or remove officers or directors; (g) approve a merger or plan of dissolution; (h) adopt a resolution recommending to the members action on the sale, lease, exchange, or other disposition of all or substantially all the assets of the corporation; (i) approve the amendment of the certificate of incorporation; or (j) take any action precluded by law. Each committee shall maintain records of its proceedings and report to the Board of Directors as required by the Board. For each committee, a quorum shall consist of a majority of the persons then serving on that committee.

Section 4.13.1. Finance/Audit Committee. There shall be a committee of the Board for the purpose of financial oversight which shall be called the Finance/Audit Committee. The Finance/Audit Committee shall have as its purposes to: (1) provide oversight to all asset management issues, (2) review and recommend providers of services for financial and fiduciary management, (3) review and recommend the annual operating budget for the Corporation, (4) review and recommend the annual capital expenditures budget for the Corporation, (5) monitor actual financial activities in comparison to the operating and capital financial plan approved by the Board, (6) determine a plan of compensation for the Corporation staff, and (7) recommend the appointment of, and evaluate the performance of, the Corporation's independent auditors. To the extent required by law, the Finance/Audit Committee shall be responsible for complying with, and fulfilling the functions set forth in, the audit oversight provisions in Section 712-a of the New York Not-for-Profit Corporation law.

Section 4.13.2. Nominating Committee. There shall be a committee of the Board for the purpose of nominating candidates for the Board of Directors and Officers. The Nominating Committee shall consist of the Board Chair, or his or her designee, and two Board Members. In carrying out its responsibilities to fill the Board of Directors, the Nominating Committee shall seek to ensure that the Forum Board is composed of members who display diversity in skills, experience and perspective. The nominating committee shall, before each June first (June 1st) provide to the Secretary a slate of candidates for all open Board of Director positions.

Section 4.14. Program Committee. There shall be a Program Committee to facilitate the programs and projects of The Forum. The Program Committee shall be a Corporate Committee. The Program Committee shall establish Projects or Work Groups, provide oversight and assistance to such Projects and Work Groups and review and approve for presentation to the Board of Directors, the formal reports reflecting final work products or recommendations of The Forum. The Program Committee shall not have the authority to bind the Board.

Section 4.14.1. Members of the Program Committee. The Program Committee should reflect a broad range of diversity of The Forum membership and shall, in addition to members of the Board of Directors, include the Executive Director, and not less than three

other members of the Forum who are not Directors. Members of the Program Committee shall be appointed by the Board of Directors for one year terms, with no limit on the number of terms an individual may serve.

Section 4.14.2. Projects and Work Groups. The Program Committee may, from time to time, create, alter, and abolish Projects and Work Groups, or similar bodies charged with programmatic or other assignments in order to sustain ongoing activities of the Forum. Projects and Work Groups shall operate in accordance with all applicable policies and procedures of the Corporation.

ARTICLE V

OFFICERS

Section 5.1. Officers. The officers of the Corporation shall consist, in order of succession, of a Chair, Vice Chair, a Secretary, a Treasurer, and such other officers as are authorized by the Board (the “Officers”). All Officers shall be elected by the Board at the annual meeting of the Board from volunteer candidates eligible and willing to serve. Only directors elected by Governmental Members shall be eligible to serve as the Chair or Vice Chair. Candidates for Chair shall be active members of the Board for at least 12 months prior to the date of assuming office. The Board may elect one or more additional officers and one or more assistants to any of the Officers or additional officers, who shall serve for such terms and, subject to these By-Laws, have such duties, powers and privileges as may be prescribed by the Board. Directors may not be elected to hold more than one position as an officer of the Board simultaneously. No employee of the Corporation shall serve as Chair of the Board or hold any other title with similar responsibilities, unless the Board approves such employee serving as Chair of the Board by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval; provided, however, that no such employee shall be considered an independent director for purposes of these bylaws.

Section 5.2. Authority and Duties. The Officers shall have such authority and perform such duties as may be provided in these By-Laws, or to the extent not so provided, by the Board of Directors.

Section 5.3. Terms of Office. The term of each Officer shall be one year. The terms of Officers shall run from the first day of October (October 1st) of the year of election. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. No member shall serve more than three consecutive terms in the same office. The three consecutive term limit may be waived on a case-by-case basis if approved by a majority of the Board.

Section 5.4. Resignation. Any Officer may resign at any time by written notice delivered in person or sent by mail to the Chair, the Secretary or the Board of Directors. Any such resignation shall take effect immediately upon receipt. Unless specifically requested, acceptance of any such resignation shall not be necessary for its effectiveness.

Section 5.5. Removal. Any Officer may be removed at any time, with or without cause, by the Board of Directors.

Section 5.6. Compensation. Officers and assistant officers shall not be compensated for services on behalf of the Corporation in those capacities, but the Board may provide for reimbursement of the expenses of Officers or assistant officers.

Section 5.7. Succession. In the event of resignation, removal, or other vacancy of the Chair, Vice-Chair, or Secretary, the Board shall elect an Officer to fill such vacancy to complete the unexpired term.

Section 5.8. Chair. The Chair shall preside over all meetings of the Members, the Board of Directors. The Chair or his or her designee shall:

- A. represent The Forum in meetings and communications with other organizations and individuals;
- B. serve as an ex-officio member of all committees;
- C. act as the spokesperson for the Board on matters relating to Corporation policies and positions and,
- D. perform such other related duties as necessary and appropriate.

Section 5.9. Vice Chair. The Vice Chair shall assume the powers and functions of the Chair during the absence of the Chair, or in the event that the Chair is unable to perform the duties of the Chair. The Vice Chair shall be an ex-officio member of all committees. In general, the Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or the Board of Directors.

Section 5.10. Secretary. The Secretary shall:

- A. attend all meetings of the Board and all meetings of the Members;
- B. record all votes and the minutes of all proceedings in a book to be kept for that purpose;
- C. ensure that all notices are given in accordance with the provisions of these By-laws or as required by law; and,
- D. in general, perform all the duties incident to the office of Secretary and such other duties as may from time-to-time be assigned by the Chair or the Board of Directors.

Section 5.11. Treasurer. The treasurer shall be responsible for the supervision, on behalf of the Board of Directors, of all monies received or expended by the Corporation and shall keep the board

informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Directors in a format prescribed by the Board and shall present the annual financial report at the annual meeting of the membership; shall serve as the Board's liaison with the independent auditor; and shall serve as the Chair of the Finance/Audit Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or Board of Directors.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 6.1. Executive Director. The Board shall designate an Executive Director of The Forum, and fix the compensation therefore, who shall be contracted by, and directly responsible to the Board.

- A. The Executive Director shall be responsible for:
 - i. carrying out the objectives of the Forum;
 - ii. oversight and direction of the affairs and business of the Corporation subject to the policies, directions and procedures as may be established from time to time by the Board;
 - iii. the day-to-day operation of the Forum, including office staffing; and,
 - iv. the employment and discharge of staff in accordance with Board established policies, including the fixing of the compensation of employees within the approved budget. In connection therewith, the Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall be in the best interest of the Corporation. The contract with the Executive Director shall include authority to hire and terminate staff in accordance with applicable New York State and Federal law.

- B. The Executive Director shall sit as an ex officio non-voting Member of the Board of Directors and shall participate in all regular meetings of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Section 7.1. Indemnification.

Section 7.1.1. General. The Corporation shall indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made or threatened

to be made a party to, any action, suit, claim or proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing or any other actual, threatened, pending or completed proceeding, whether civil or criminal, or whether formal or informal, and including an action by or in the right of the Corporation or any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether profit or non-profit (any such entity, other than the corporation, being hereinafter referred to as an "Enterprise"), and including appeals therein (any such process being hereinafter referred to as a "Proceeding"), by reason of the fact that such person, such person's testator or intestate (i) is or was a director or Officer of the Corporation, or (ii) while serving as a director or Officer of the Corporation, is or was serving, at the request of the Corporation, as a director, Officer, or in any other capacity, any other Enterprise, against any and all judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, actually and reasonably incurred as a result of or in connection with any Proceeding, or any appeal therein, except as provided in Section 7.2. of this Article VII. Except as provided in such Section 7.2 of this Article VII, the Corporation is expressly authorized to procure and maintain insurance to indemnify:

- A. the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of this Article;
- B. directors and officers in instances in which they may be indemnified by the corporation under the provisions of this article; and,
- C. directors and officers in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this article provided the contract of insurance covering such directors and officers provides in a manner acceptable to the Superintendent of the Department of Financial Services, for a retention amount and for co-insurance.

Section 7.1.2. Indemnification of Others. Unless clearly prohibited by law or these By- laws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 7.1.1 of this Article, to a person, or such person's testator or intestate, who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the corporation in any capacity for any Enterprise as such term is defined in Section 7.1.1 of this Article.

Section 7.2. Limitation on Indemnification. Notwithstanding the foregoing or anything else to the contrary in these Bylaws, no indemnification shall be made to or on behalf of any such person if a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any Proceeding initiated by any such person against the Corporation, or a director or officer of the Corporation, other than to enforce the terms of this Article VII, unless such Proceeding was authorized by the Board of Directors. Further, no indemnification shall be made with respect to any settlement or compromise of any Proceeding unless and until the corporation has consented to such settlement or compromise.

Section 7.3. Notice of Proceeding. Written notice of any Proceeding for which indemnification may be sought by any person shall be given to the Corporation as soon as practicable. The Corporation shall then be permitted to participate in the defense of any such proceeding or, unless conflicts of interest or position exist between such person and the corporation in the conduct of such defense, to assume such defense. In the event that the Corporation assumes the defense of any such Proceeding, legal counsel selected by the Corporation shall be acceptable to such person. After such an assumption, the Corporation shall not be liable to such person for any legal or other expenses subsequently incurred unless such expenses have been expressly authorized by the Corporation. In the event that the Corporation participates in the defense of any such Proceeding, such person may select counsel to represent such person in regard to such a Proceeding; however, such person shall cooperate in good faith with any request that common counsel be utilized by the parties to any Proceeding who are similarly situated, unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

Section 7.4. Presumption Regarding Indemnification. In making any determination regarding any person's entitlement to indemnification hereunder, it shall be presumed that such person is entitled to indemnification, and the Corporation shall have the burden of proving the contrary.

Section 7.5. Rights Not Exclusive. The rights to indemnification and advancement of expenses granted by or pursuant to this Article VII: (i) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, corporate charter, by-law, resolution of Members or Directors or agreement; (ii) shall be deemed to constitute contractual obligations of the Corporation to any director or Officer who serves in a capacity referred to in Section 7.1. of this Article VII at any time while this Article VII is in effect; (iii) shall continue to exist after the repeal or modification of this Article VII with respect to events occurring prior thereto; and (iv) shall continue as to a person who has ceased to be a director or Officer and shall inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the intent of this Article VII to require the Corporation to indemnify the persons referred to herein for the aforementioned judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, in each and every circumstance in which such indemnification could lawfully be permitted by express provisions of by-laws, and the indemnification required by

this Article VII shall not be limited by the absence of an express recital of such circumstances.

ARTICLE VIII

DUTIES, CONFLICTS OF INTEREST, WHITSTLEBLOWERS AND EXCESS BENEFIT TRANSACTIONS

Section 8.1. Duty of Care, Loyalty and Obedience.

- A. All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen and sensibilities, would exercise under similar circumstances at all times. A director, an officer or employee will undertake to understand all, or substantially all of the consequences of their actions of the omissions of their actions.
- B. No officer, director or employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No officer, director or employee shall take any action, or establish any interest that compromises his/her ability to represent the Corporation's best interest.
- C. No officer, director or employee shall disobey a majority decision of the Board of Directors.
- D. All members of the Board of Directors, all Officers of the Corporation and all employees of the corporation are hereby bound to a fiduciary duty for and on behalf of the Corporation, such that the interests of the Corporation shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the Corporation and all employees shall exercise their fiduciary duty at all times, especially when making a decision on behalf of the Corporation.

Section 8.2. Conflicts of Interest. The Corporation shall adopt and require compliance with a conflict of interest and related party transaction policy that complies with the requirements of Sections 715 and 715-a of the New York Not-for-Profit Corporation Law.

Section 8.3. Whistleblowers. The Corporation shall adopt and require compliance with a whistleblower policy that complies with the requirements of Section 715-b of the New York Not-for-Profit Corporation Law.

Section 8.4. Excess Benefit Transactions. No director, Officer, employee or contractor of the Corporation, nor any other person with substantial influence over the Corporation (such as a substantial donor), nor parties related to them ("disqualified persons"), may engage in a transaction which would be regarded as "excess benefit transaction" (as such terms is or are defined in the Code) between the Corporation and the disqualified person. "Excess benefit transactions" shall include: unreasonably high compensation paid to senior employees or independent contractors of

the Corporation, sales of assets of the Corporation to disqualified persons at less than fair market value and purchases by the Corporation of goods from a disqualified person at higher than fair market value. Any transaction between a disqualified person and the Corporation shall be conducted in accordance with procedures creating a “rebuttable presumption” that a transaction does not confer excess benefits.

ARTICLE IX

INSTRUMENTS, SAFE DEPOSIT BOXES, AND PROPERTY OF THE CORPORATION; BOOKS AND RECORDS OF THE CORPORATION

Section 9.1. Instruments. Except as otherwise required by law or by these By-Laws, checks, drafts, orders for payment of money, negotiable instruments and other instruments may be signed, executed and delivered, in the name and on behalf of the Corporation, by the Chair, Vice- Chair, Secretary, Treasurer, or the Executive Director of the Corporation, or any other Officer or assistant officer as the Board may from time to time designate. That authority may be general or confined to specific instances, as the Board may determine. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, orders for the payment of money, negotiable instruments and other instruments that are payable to the order of the Corporation may be endorsed, assigned and delivered by any Officer or agent of the Corporation or the Executive Director. For all instruments valued more than twenty thousand dollars (\$20,000), the instrument must bear the signature of at least two authorized signatories, one of whom shall be the Treasurer, Chair or Vice-Chair.

Section 9.2. Safe Deposit Boxes. Any Officer or Officers (including assistant officers) as may be designated from time to time by the Board and the Executive Director shall have access to any safe of the Corporation in the vault of any safe deposit company.

Section 9.3. Assets and Property. Any Officer or Officers (including assistant officers) as may be designated from time to time by the Board and the Executive Director shall have the power to control and direct the disposition of any assets or property of the Corporation deposited in the custody of any trust company, bank or other custodian. For any disposition valued at more than twenty thousand dollars (\$20,000), the disposition must be authorized by at least two authorized Officers or an Officer and the Executive Director. Any disposition of all or substantially all of the assets of the Corporation can only be made in accordance with the New York Not-for-Profit Corporation Law.

Section 9.4. Books and Records of the Corporation. The books and records of the Corporation shall be maintained at the offices of the Corporation or in other location as directed by the board and shall be kept in such manner as the Board of Directors shall direct.

ARTICLE X

FISCAL MATTERS

Section 10.1. Fiscal Year/Audits. The fiscal year of the Corporation shall end on September 30 unless otherwise determined by the Board. The accounts of the Corporation shall be audited each year by an independent certified public account (CPA) who is not, nor is any member of such CPA firm, or family member of any member of such CPA firm, an officer, board member, employee or volunteer of the Corporation. Said certified public accountant, CPA firm, and any related entities shall perform only audit-related business, and no other business whatsoever, with the Corporation.

Section 10.2. Corporate Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it and make payments and distributions in furtherance of the purposes set forth in this certificate of incorporation. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code (the "Code")), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 10.3. If Corporation Deemed Private Foundation. Notwithstanding any other provision of these By-Laws, in any taxable year in which the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, the provisions of this Section 10.3. shall apply: (a) the directors shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, and (b) the directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

Section 10.4. Membership Fees. An annual membership fee, fixed by the Board of Directors, shall be charged for Governmental Membership, Non-governmental Organization Membership and Affiliate Membership. The time of payment shall be fixed by the Board of Directors. All fees shall be billed from the office of the Corporation. All fees shall be received by the Corporation and those monies shall be deposited in the official depository. A Member's non-payment of membership fees may terminate the Member's privileges and voting rights and preclude attendance at events and meetings of The Forum upon written notice to such Member. Upon not less than thirty days written notice to the Member, the Board of Directors may terminate the membership status of any member that is delinquent in the payment of dues for a period of not less than ninety (90) days.

ARTICLE XI

SEAL

Section 11.1. Seal. The Board may adopt a corporate seal for the Corporation, which seal shall be circular in form and have inscribed on it the name of the Corporation, the year of its organization, and the words “Corporate Seal” and “New York.”

ARTICLE XII

ADOPTION, REVIEW, AND AMENDMENT

Section 12.1. Adoption. The by-laws of the Corporation may be adopted at any regular meeting by majority vote of the total voting membership of the Members or the Board.

Section 12.2. Review. These By-Laws shall be reviewed periodically for consideration of amendments in order to maintain The Forum as an organization fully responsive to its membership.

Section 12.3. Amendment. These By-Laws may be amended or repealed, or new by-laws adopted, by the vote of the Board of Directors at any meeting of the Board provided that the notice of the meeting states that purpose and describes any text proposed to be deleted and sets out any text proposed to be added, or otherwise describes the proposed amendment. Notwithstanding the foregoing, no such By-Law relating to the election of Directors shall be amended or repealed by vote of the Board of Directors except in accordance with Section 12.4 of these By-Laws. Additionally, any Member may initiate an amendment to these By-Laws. Amendment proposals must be presented to the Board of Directors in writing and accompanied by the signatures of twenty-five per cent of the Members. Proposed amendments shall be placed on the agenda of the next meeting after the proposal is received by the Board. Alternatively, the Board may conduct a vote on such questions by mail after first announcing the opportunity for Members to discuss the proposal at a regular or special meeting of the Board. Copies of the proposal will be mailed to all Members and made available at least thirty (30) calendar days in advance of any meeting at which its adoption will be considered. Those proposals approved by two-thirds of the Members voting shall be adopted. For Purposes of this Section 13.3, only, the term “Mail” shall mean ordinary mail, overnight mail or electronic mail.

Section 12.4. By-Laws Relating to Election of Directors. If any By-Law regulating an impending election of directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of Members for the election of directors the By-Law so adopted, amended, or repealed, together with a concise statement of the changes made. No such By-Law shall become effective unless ratified by a majority vote of the Members entitled to vote.

ARTICLE XIII

MISCELLANEOUS

Section 13.1. Activities of the Corporation. Notwithstanding any other provisions of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any subsequent federal tax laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any subsequent federal tax laws.

Section 13.2. Construction. If there is any conflict between the provisions of the Certificate of Incorporation and these By-laws, the provisions of the Certificate of Incorporation shall govern.

Section 13.3. Dissolution. Any dissolution of the Corporation shall be done in accordance with the New York Not-for-Profit Corporation law.

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