



THE INSTITUTE FOR HUMAN SERVICES, INC.

**6666 COUNTY ROAD 11
BATH, NY 14810-7722
607.776.9467
www.ihsnet.org**

BY-LAWS

ADOPTED APRIL 18, 1984
Revised November 29, 1990
Revised May 20, 1998
Revised March 8, 2001
Revised October 10, 2003
Revised September 2005
Revised October 2006
Revised April 15, 2009
Revised October, 2011
Revised June 2012

ARTICLE I - NAME AND DESCRIPTION

Section 1 - Name

Section 2 - Description

ARTICLE II - PURPOSES

ARTICLE III - ORGANIZATION AND MEMBERSHIP

Section 1 - Organization

Section 2 – Membership

Section 3 – Classifications

Section 4 - Dues

Section 5 – Admission

Section 6 – Rights of Membership

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Powers of the Board

Section 2 – Membership of the Board

Section 3 - Elections and Terms of Office

Section 4 – Conflict of Interest

Section 5 - Vacancies

Section 6 - Resignation of Directors

Section 7 - Meetings and Quorum

Section 8 - Committees of the Board

Section 9- Other Powers

ARTICLE V - OFFICERS

Section 1 - Number and Description

Section 2 - Qualifications

Section 3 - Election and Terms of Office

Section 4 - President

Section 5 - Vice-President

Section 6 - Secretary

Section 7 - Treasurer

Section 8 – Member At Large

Section 9 - Removal of Officers

Section 10 - Vacancies

ARTICLE VI - ANNUAL MEETING

Section 1 - Date

Section 2 - Annual Meeting Activities

Section 3 - Corporation's Annual Report

ARTICLE VII - BYLAWS AMENDMENTS

ARTICLE VIII - COMPENSATION

ARTICLE IX – INDEMNIFICATION

ARTICLE X - ORDER OF BUSINESS

ARTICLE I - NAME AND DESCRIPTION

Section 1 - Name

This Corporation shall be known as The Institute for Human Services, Inc., (here-after referred to as the "Institute")located at 6666 County Road 11, Bath NY 14810.

Section 2 - Description

This Corporation is a 501(C)(3) not-for-profit membership corporation organized under the laws of the State of New York and shall serve Steuben County and the Southern Tier

ARTICLE II - PURPOSES

The purposes of the Institute are:

- A. To stimulate coordination, cooperation, and communication among human service agencies and organizations and to facilitate the exchange of information and understanding between area funders, planners, and providers.
- B. To organize systems by which common needs of human service agencies can be met in the most economical and effective manner. Such needs could include, but are not limited to: information and referral services, organized crisis intervention services, purchasing of supplies, and other related administrative and support service needs.
- C. To work with area agencies to facilitate the identification of unmet needs and service overlaps, and to work with human service providers, planners, and funders in the development of methods of meeting service needs and correcting duplication in order that the most effective use of available monies and other resources can be assured.

ARTICLE III - ORGANIZATION AND MEMBERSHIP

Section 1 - Organization

The organization of the Institute consists of the membership, the Board of Directors of the Corporation, Board Officers, committees and the staff. (See also Article IV - Board of Directors and Article V - Officers)

Section 2 – Membership

- A. The membership of the Institute shall be open to entities that serve Steuben and Chemung Counties and the Southern Tier, and which have formally expressed an interest in and support the purposes of the Institute as described in the Certificate of Corporation and Article II of the Bylaws.
- B. Membership of the Institute shall include all current dues paying organizations and agencies, and those organizations that participate in and/or support major Institute initiatives, programs or services.
- C. Each member shall designate one person to serve as its representative and shall be invited to the annual meeting.
- D. Members shall receive one vote per member organization with tax-exempt status under Section 501(c)(3) of the Internal Revenue Code

Section 3 – Classifications

Membership with the Institute shall be open to:

- A. Nonprofit: any qualifying public sector unit, agency or organization with tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or any subsequent revision of the tax code which defines tax-exempt organizations;
- B. Business: any qualifying business that is interested in promoting and supporting the work of the Institute;

- C. Individual/Student: any qualifying individual interested in promoting and supporting the work of the Institute will also be accepted as Individual or Student.

Section 4 - Dues

- A. Annual membership dues shall be determined by the Board of Directors. The Membership Year is from April 1 to March 31 of the following year.

Section 5 – Admission

Organizations or individuals shall become members of the Institute if they:

- A. Meet the eligibility criteria for one of the member classifications above;
- B. Agree to promote and support the work of the Institute and to operate within these Bylaws;
- C. Submit a completed membership application form; and
- D. Pay annual membership dues as appropriate; and
- E. Agree member organizations must agree to adhere to the Standards of Ethics for Nonprofit Organizations in New York State

Section 6 — Rights of Membership:

- A. Each member shall be eligible to appoint one voting representative to cast the member's vote in Institute Board of Director elections.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Powers of the Board

The Board of Directors shall be the governing body of the Corporation and shall:

- A. Make all policy decisions and statements in accordance with the stated purposes of the Corporation.
- B. Manage the affairs of the Corporation.
- C. Elect officers of the Corporation.
- D. Hire, supervise and/or remove the Executive Director
- E. Control the funds of the Corporation.
- F. Supervise the conduct of the organization's activities and the implementation of its policies and directives.

Section 2 – Membership of the Board of Directors

- A. The Board of Directors shall consist of a minimum of fifteen (15) and up to eighteen (18) voting members. If a vacancy occurs during a board term, the position will be filled with all due speed.
- B. Directors must be at least eighteen (18) years of age and shall be selected from the membership of the Corporation.

Section 3 - Elections and Terms of Office

- A. At each annual meeting of the Corporation (See also Article VI - Annual Meeting), Board Directors shall be elected. The Governance Committee will solicit nominations from membership a minimum of thirty (30) days prior to the elections and prepare a slate of

proposed Directors and distribute it to all Institute members at least seven (7) days prior to the annual meeting. **Nominations from the floor will not be accepted.**

- B. Directors shall be elected to the designated classes for three year terms.

Section 4 – Conflict of Interest

No member of the IHS Board of Directors, or any of its committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Institute. Each individual shall disclose to the Institute an personal interest, which he or she may have in any matter pending before the Institute and shall refrain from participation in any decision on such matter.

Each board member shall provide the President of the IHS Board and Executive Director written notification of any transaction or situation that may in fact be, or present the perception of, a conflict of interest.

Annually or upon start of duties, all members of the Board of Directors shall complete and return to the Executive Director or his or her designee a disclosure of interests form.

Section 5 - Vacancies

- A. The process for filling vacancies regularly occurring at each annual meeting is described in Article IV, Section 3 above.
- B. Vacancies that occur prior to expiration of a Director's stated term shall be filled by nominations of the Governance Committee and approval by a majority vote of the Board. Nominees so appointed will serve the unexpired term of the Director being replaced.

Section 6 - Resignation of Directors

Any Director may resign at any time. Such resignations shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 7 - Meetings and Quorum

- A. The Board of Directors shall meet on a regular basis at least six (6) times during the year. An annual calendar of meetings shall be established and an agenda of all regular meetings shall be provided to the Board in advance.
- B. Any member of the Board who is absent from three consecutive regular meetings of the Board may be removed by a majority vote of the Board.
- C. The presence of 51% or greater of the voting members of the Board shall constitute a quorum.
- D. Each voting member of the Board of Directors shall have one vote and there shall be no proxy voting. All resolutions, orders, or other mandates shall be passed by a majority vote of the quorum present.
- E. There will be contemporaneous documentation of all board and committee meetings and minutes will be distributed to all members prior to the next scheduled meeting.
- F. Special meetings may be called at any time by the Board Chairperson, ~~the Executive Director~~ or upon written request of three (3) or more members of the Board. Notice of a special meeting shall be given by mail, or facsimile to each Director at least three (3) days before the date of such special meeting. The notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 8 - Committees of the Board

- A. Executive Committee - An Executive Committee composed of the four officers (See also Article V - Officers) and one Member at large. The Member at large shall be selected by a majority vote of the Board.

The Executive Committee shall be responsible for:

1. Acting on behalf of the Board between meetings of the Board
2. Conducting an annual evaluation of the Executive Director's performance
3. Recommending the annual compensation of the Executive Director

- B. The Board shall also have the following standing committees consisting of a minimum of three persons, appointed by the President from the general membership and approved by the Board.

1. Governance Committee shall be responsible for:

- a. Recruitment of members of the Corporation
- b. Nominations of new Directors
- c. Training/orientation of new Board of Directors (with assistance from the staff)
- d. Nomination of officers of the Corporation – create an ad hoc nominating committee for Slate of Officers. Governance Committee members can be considered for slate of officers. Board President cannot serve on ad hoc nominating committee.
- e. Review of By-laws

2. Personnel Committee shall be responsible for:

- a. Development and periodic review of personnel policies
- b. Interviewing of candidates for Executive Director
- c. Interpreting the Personnel Policies Manual with assistance by the Executive Director
- d. Annual review of general cost of living adjustments other than the Executive Director

3. Finance/Audit Committee shall be responsible for:

- a. Developing an annual budget for Board approval
- b. Reviewing budgets quarterly and recommending fiscal changes when deemed necessary
- c. Assisting the Executive Director in developing the annual budget
- d. Conducting a pre-audit meeting with auditor
- e. Following up with auditor's recommendations after audit

- C. No committee may transact business unless there is at least 50% of the committee's membership participate
- D. The Board of Directors must approve all recommendations made by a committee before they are binding on the corporation.
- E. Ad Hoc Committees may be formed by the Board as the need arises.
- F. The President of the Board of Directors is an ex-officio member of all committees of the Board, except the Ad hoc Nominating Committee.

Section 9 - Other Powers

The Board of Directors shall have the authority to exercise all of the powers enumerated in the Certificate of Incorporation.

ARTICLE V - OFFICERS

Section 1 - Number and Description

The officers of this corporation shall be President, Vice-President, Secretary-Treasurer and Member At-Large.

Section 2 - Qualifications

All officers shall be drawn from the membership of the Board of Directors.

Section 3 - Election and Terms of Office

- A. Officers shall be elected at the next regular meeting following the annual meeting.
- B. Officers shall be elected for a one year term. Each shall hold office for such term and until his/her successor has been elected.

Section 4 - President

The President shall preside at all meetings of the directors. He/she shall, in general, supervise and manage all of the business and affairs of the corporation, subject to the control of the Board of Directors.

Section 5 - Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be delegated to him/her by the President or prescribed by the Board of Directors.

Section 6 - Secretary

The Secretary shall have oversight for maintenance of the minutes of all meetings of the Board of Directors. He/she shall give, or cause to be given, notice of all meetings of directors, and all other notices required by law or these By-laws.

Section 7 - Treasurer

The Treasurer shall have oversight of all funds, securities, evidences of indebtedness and other valuable documents of the Corporation. He/she shall keep or cause to be kept, such books and other records as will show a true record of the assets and liabilities of the Corporation.

Section 8 – Member- At-Large

The At-Large member represents the general membership on the Executive Committee on issues of interest or concern, particularly those that arise outside of the standing committee structure.

Section 9 - Removal of Officers

Any officer elected by the Board may be removed by a majority vote of the Board.

Section 10 - Vacancies

If the office of any officer becomes vacant, the directors may elect any qualified person to fill such a vacancy. Such person shall hold office for the unexpired term of his/her predecessor and until his/her successor is elected.

ARTICLE VI - ANNUAL MEETING

Section 1 - Date

There shall be an annual meeting of the Board of Directors and membership organization in March of the fiscal year. Such fiscal year shall run from January 1 through December 31.

Section 2 - Annual Meeting Activities

At the Annual Meeting, the Executive Director shall deliver a summary of corporate activities during the preceding Membership year. The Treasurer shall present or have presented the annual financial report. Directors of the Corporation shall also be elected (See also Article IV - Board of Directors).

Section 3 - Corporation's Annual Report

An annual report summarizing the Corporation's activities and financial status will be prepared and distributed to the membership.

ARTICLE VII - BYLAWS AMENDMENTS

Bylaws may be amended by a majority vote of the Board members present at any scheduled meeting of the Board at which a quorum is present, provided that a full statement of such proposed amendment(s) has been presented and entered into the minutes of the meeting prior to the meeting at which the vote occurs.

ARTICLE VIII - COMPENSATION

No member of the Board of Officers of the Corporation shall be paid for his/her services.

ARTICLE IX – INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person against any claim made or threatened to be made in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being, or at any time having been a director or officer of the Corporation, or by reason of being, or at any time having been, while such a director or officer, an employee or other agent of the Corporation or, at the direction or request of the Corporation, a director, officer, administrator, manager, employee, adviser or other agent of or fiduciary for any other, partnership, trust, venture or other entity or enterprise, including any employee benefit plan against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person.

ARTICLE X - ORDER OF BUSINESS

Robert's Rules of Order (as revised) shall govern all meetings of the Board of Directors except as otherwise set forth herein.