

BYLAWS
~~**BY-LAWS**~~
Of
CNY Solidarity Coalition, Inc.

ARTICLE I: TITLE

—This document shall be referred to as the Bylaws of *CNY Solidarity Coalition, Inc.* (hereinafter the "Bylaws"). The term "Corporation" shall mean CNY Solidarity Coalition, Inc.

ARTICLE II: NAME AND LOCATION

—The name of the Corporation shall be CNY Solidarity Coalition, Inc. Its principal office shall be located in the State of New York.

ARTICLE III: PURPOSES

—The Corporation is an ordinary corporation acting as a not-for-profit community-based organization engaged in protecting ~~truth, justice, climate justice, and democracy~~; working for economic, social, and environmental justice; and support for ~~supporting~~ marginalized and oppressed groups.

ARTICLE IV: MEMBERS

(a) **Membership**

Membership shall be open to all persons interested in the purposes of the Corporation as stated in Article III who attend two (2) or more meetings during the calendar year. Membership is on a calendar year basis. Meetings include the general body meetings and the Annual~~semi-annual~~ meeting. Members from one calendar year, however, can renew their membership upon attending one (1) meeting of any kind during the next year.

(b) **Membership Dues**

The Board may propose such other criteria for Membership, including a schedule of dues, which would need to be approved by the Membership in accordance with the consensus decision making policy per Article V Section (d).

(c) **Classes of Membership**

The Corporation shall have only one class of membership.

Article V: Meetings

(a) Annual~~Semi-annual~~ Business Meeting

The Annual~~Semi-annual~~ meeting of the Members (the “~~Semi-Annual Meeting of the Members~~”) for the election of the Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held yearly during the first membership meeting of the year~~every six months~~.

Written notice of the place, date and hour of the Annual~~semi-annual~~ meeting of Members shall be given to each Member entitled to participate in~~at~~ said meeting by mailing the notice by first class mail or email not less than twenty nor more than fifty days before the date of the meeting. Reminders of the Annual Meeting~~meetings~~ will be sent at least two weeks in advance. ~~Notice of a special meeting shall indicate the purpose for which they are called and the person or persons calling the meeting~~

(b) Regular Membership Meetings

Regular membership meetings are scheduled by the Board from time to time~~and will be held at least once a month~~.

Written notice of the place, date and hour of any regular meeting of the corporation~~Members~~ shall be given to each Member entitled to participate in~~at~~ said meetings by emailing~~mailing~~ the notice ~~by email~~ and posting the notice on the corporation website not less than 14~~twenty~~ nor more than fifty days before the date of the meeting. Reminders of meetings will be sent at least seven days in advance

(c) Special Meetings

The board can call special meetings as needed. Notice of a special meeting shall include the purpose for which it is called. Written notice of the place, date and hour of any special meeting of the Members shall be given to each Member entitled to participate at such meeting by sending the notice by email not less than seven (7)~~three~~ days before the meeting.

(d) Decision Making and Action by the Members

At any meeting of the Members, each Member present shall be entitled to participate in decision making. Decision making by proxy is not allowed.

At any meeting of the Members, decisions~~with the exception of election of Board members~~, each ~~decision~~ shall be made by consensus of Members present or by 75% of the Members present where consensus cannot be reached.

At the Annual Meeting, election~~Election~~ of Board members shall be held. The election will be decided by consensus or by 75% of the Members present where consensus cannot be reached.

~~secret paper ballots at the semi-annual meeting.~~ The list of candidates shall be compiled by a board-appointed election committee and communicated to the Members no less than fourteen (14) days before the Annual~~semi-annual~~ meeting when the election will take place. Only CNY Solidarity Coalition members are eligible to serve on the Board of Directors (Coordinating Committee).

Except as otherwise provided by statute or by these Bylaws, any corporate action authorized at a meeting of Members shall be the act of the Members.

(e) Quorum, Adjournments of Meetings

At all meetings of the Members, ten percent (10%) of the Members eligible to vote (or 100 Members, whichever is less), present in person, shall constitute a Quorum for the transaction of business. In the absence of a Quorum, the Members present in person shall adjourn the meeting from that time until a Quorum is present. Written notice of the place, date and hour of the new meeting of shall be given to each Member entitled to participate at said meeting by mailing the notice by first class mail or email not less than fourteen nor more than fifty days before the date of the meeting



(f) Special Actions Requiring Approval of Members

The following corporate actions may not be taken without approval of the Members:

- i) The election of the Directors of the Corporation;
- ii) Any amendment of the Certificate of Incorporation;
- iii) A petition for judicial dissolution;
- iv) Disposing of all or substantially all of the assets of the Corporation;
- v) Approval of a plan of merger;
- vi) Authorization of a plan of non-judicial dissolution;
- vii) Revocation of a voluntary dissolution proceeding.

Consensus must be reached on each corporate action, or, where consensus cannot be reached, 75% of the votes cast are required to pass such action.



ARTICLE VI: BOARD OF DIRECTORS

(a) **Powers and Duties**

The Board of Directors, also known as the Coordinating Committee, shall have the general power to coordinate the affairs, funds, and properties of the Corporation. The Board of Directors shall ensure that the Corporation adheres to the fundamental and basic purposes of the Corporation, as expressed in Article III. The Board of Directors shall not permit any part of the net earnings of the Corporation to ~~inure to the benefit of~~ any director, officer or other private person.

(b) **Composition and Qualifications**

The Board of Directors shall be composed of a minimum of four ~~(five)~~ (5) Members with a maximum of thirteen (13). ~~Members shall be selected from the Membership per Article V Section (c), with additional Members as noted at the end of this section. Board Members shall commit themselves to furthering the mission and purpose of the Corporation as stated in Article III. The number of the Board Members may be increased up to the maximum of thirteen (13) by a vote of the majority of the Board. The Corporation also includes affiliated organizations that choose to participate with the Corporation. Each of these affiliated organizations are entitled to appoint a representative on the Board with the full obligations and privileges of directors.~~

(c) **Term of Office**

Each director of the Corporation shall be eligible to serve for twelve ~~(12)~~ (7) months, upon being duly elected according to the Bylaws voting provisions. ~~There will be one month of overlap between the old and new Board of Directors to properly transition the new directors. Every twelve (12)~~ (6) months, directors must be re-elected to the Board according to the Bylaws' voting provisions, if they desire to serve another term. ~~Directors may serve for no more than four (4) consecutive terms unless there are not sufficient candidates to constitute the agreed upon number of board members.~~

(d) **Resignation**

Any director may at any time resign his/her office by giving a written resignation notice to the Secretary which shall be effective on the date set forth in the resignation.

(e) **Removal**

A member of the Board may be removed for cause from office by consensus or 75% of the vote of the Directors then in office in the case where consensus cannot be reached, and the Board shall devise a process for removal and appeal. Grounds for removal may include, but are not limited to, missing ~~34 consecutive board meetings or 5 meetings over 7 months.~~

(f) **Vacancies**

A vacancy can be filled by the Board of Directors by consensus or 75% of the vote of the Directors then in office in the case where consensus cannot be reached.

(g) Committees

i) Committees of the Board

- A. Finance Committee
- B. The Board may create ad hoc committees as needed

ii) Committees of the Membership

The Members shall create such committees as they determine to be necessary to carry out the mission of the Corporation. A Committee list of the Membership committees shall be kept by the Board and made available to the Members.

ARTICLE VII: MEETINGS OF THE BOARD

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(a) Regular Meetings

Regular meetings of the Board of Directors shall be held no less than monthly on such dates as decided by the Board. The Corporation's standard notice and Quorum requirements will be in effect. Meetings may be held either in-person or by electronic media

~~¶~~
(a) Semi-annual Meeting~~¶~~

~~¶~~
~~The Board of Directors shall hold its semi-annual meeting for the purpose of conducting appropriate business as needed. The Corporation's standard notice and Quorum requirements will be in effect. (See Article V, Section (a).)~~~~¶~~

(b) Special Meetings

Special meetings can be called at any time upon written request of a Board member.

(c) Decision-making

At any meeting of the Board of Directors, each decision shall be made by consensus of Directors present or by 75% of the Directors present where consensus cannot be reached. Each Director shall be entitled to one (1) vote.

(d) Notice of Meetings

The Secretary of the Corporation shall notify all Board members of the date, time and place of Board meetings by telephone or email. The notice shall be made so that such notices will be received at least seven (7) business days in advance of the meeting date, when possible. The notices of special meetings shall be provided in the same manner, but at least twenty-four (24) hours prior to such meeting date, unless there is unanimous consent of the Board of Directors to meet ~~before 24 hour notice~~ within 24 hours. Said notice shall state the date, time and place of such meeting, together with the agenda (herein, “standard notice requirements”).

(e) Quorum

At any regular or special meeting of the Board of Directors, fifty-one (51) % of the elected and appointed Board members shall constitute a Quorum. In the absence of a Quorum at any meeting, a majority of the directors present may adjourn or reschedule the meeting, but otherwise may not conduct any corporate business. Notice of the adjournment and rescheduling shall be given to all directors who were absent at the time of the original meeting. If the meeting was not rescheduled during the original meeting, notice shall be given to all directors.

(f) Written Consent of Directors in Lieu of Meeting

Any action required or permitted to be taken by the Board of Directors, or by a committee of the Board, may be taken without a meeting if all members of the Board, or the committee of the Board, consent in writing to the adoption of a resolution authorizing such action. Each resolution adopted in this manner and the written ~~consent~~~~consents~~ authorizing the adoption shall be filed with the minutes of the proceedings of the Board or committee.

(g) Meetings by Electronic Communication

Any one or more members of the Board of Directors, or of a committee of the Board, may participate in a meeting of the Board by use of a conference telephone or similar communications equipment or by electronic video screen communication that allows all ~~people~~~~persons~~ participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. This provision does not apply to the semi-annual meetings.



ARTICLE VIII: OFFICERS OF THE CORPORATION¶

(a) Composition

The officers of the Corporation (hereinafter collectively referred to as "Officers") shall be the Convener, Secretary, Treasurer, and other offices that the Board of Directors deem necessary or advisable.

(b) Functions

- i) Convener: The Convener shall assure that meetings of the Board of Directors are scheduled and that meetings are conducted according to the Procedures of the Corporation.
- ii) Secretary: The Secretary shall be responsible for seeing that records are kept of meeting proceedings, minutes are filed, lists of Directors are maintained, and notification of meetings are sent. The Board of Directors shall work with the Secretary to assure that all inquiries from the Membership receive a response in a timely fashion.
- iii) Treasurer: The Treasurer shall be responsible for overseeing the finances of the Corporation. The Treasurer shall be responsive to the fiduciary requirements of the Corporation.

(c) Election and Term of Office

Officers are voluntary positions. The Officers are elected by the Board of Directors, and their term of office is until the next election and installation of the Board.

(d) Resignation

At any time, any Officer may resign his/her office by giving a written resignation notice to the Board of Directors. A resignation of an office does not constitute in and of itself resignation from the Board. The resignation will be effective on the date set forth in the notice.

(e) Removal

An Officer may be removed from office for cause by a decision of the Board, and the Board shall devise a process for removal and appeal.

(f) Vacancies

Any vacancy in any office arising at any time and for any cause (including because of the creation of a new officer in the Corporation) may be filled by the Board of Directors. Such interim Officers may be elected by a decision of the Board. The appointed Officer shall serve until the next semi-annual meeting.

ARTICLE IX: FISCAL YEAR

—The fiscal year of the Corporation shall be the calendar year.

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ARTICLE X: PRESERVATION OF STATUS OF TAX EXEMPT ORGANIZATION

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—No Board member, Officer, employee or representative shall take any action which would result in the loss of tax exempt status or reclassification of corporation as a private foundation.

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ARTICLE XI: INDEMNIFICATION

—The Corporation shall indemnify its directors and Officers in the manner and to the full extent provided by the ~~Not-for-Profit~~ Corporation Law of the State of New York, and, except as provided in that law, the Corporation may provide additional indemnification pursuant to agreement, action of the Board of Directors, or provision of these Bylaws.

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ARTICLE XIX: AMENDMENTS

—The Bylaws may be altered by a decision of the members at an ~~Annual~~ semi-annual meeting or at a special meeting called by the Board of Directors, where a Quorum is present. Voting will be, by consensus or a vote of 75% where consensus cannot be reached. Any member of the Corporation may propose an alteration to the Bylaws by submitting a proposal to the Board of Directors. The Board of Directors will bring the proposal to the members at the next ~~Annual~~ semi-annual meeting. Any proposed alteration to the Bylaws must be submitted to the Board of Directors at least two (~~three~~ 3) weeks prior to the meeting where the decision is to be addressed.

ARTICLE XIII: MISCELLANEOUS

(a) Corporate Seal

The Board of Directors may adopt a Corporate seal for the Corporation.

(b) Lobbying Efforts

The Corporation or any representative may engage in lobbying efforts to influence legislation, ballot measures, and judicial nominations relevant to its purpose as long as the Corporation's

primary activity is the promotion of social welfare. The Corporation or any representative may not engage in partisan political activities that are coordinated with a candidate or political party.



THE BY-LAWS OF CNY SOLIDARITY COALITION, INC., WERE OFFICIALLY ADOPTED ON
