



**BYLAWS  
Of  
WESTERN NEW YORK SERVICE COALITION**

**ARTICLE I**

**Membership**

Section 1. Membership. Members of the Western New York Service Learning Coalition (the “Coalition”) are corporations, associations, governmental entities, institutions of higher education and other organizations that are admitted to membership by the Steering Committee. Prospective members must complete an application form before being recommended into membership by the Membership Committee.

Section 2. Dues. The Steering Committee, with the approval of the membership, may require that Members pay dues in accordance with a schedule and policies and procedures adopted by the Steering Committee.

Section 3. Resignations. Any Member may resign at any time. All resignations will be in writing and will be effective when received by the Coalition.

Section 4. Termination of Membership. The Steering Committee may, by a two-thirds vote, terminate the membership of any Member that fails to pay dues imposed by the Steering Committee in accordance with Section 2 of this Article I. The Steering Committee also may terminate the membership of any Member that engages in conduct prejudicial to the Coalition or inimical to its purposes. Such terminations may be made upon thirty days’ notice to the Member in writing, specifying the reasons for the termination and providing for the Member to be heard. All rights of a Member as such cease upon the termination of membership.

## ARTICLE II

### Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Members will be held on the third Thursday in October or within sixty days thereafter, at a time and place designated by the Co-Chairs of the Steering Committee, and specified in the notice of the meeting.

Section 2. Other Regular Meetings. The Members shall hold other regular meetings no fewer than four (4) times per year at times and dates designated by the Steering Committee, and specified in the notice of the meetings.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the Steering Committee, and must be called by the Co-Chairs at the request in writing of ten percent or more of the Members. This request will state the general nature of the business to be transacted at the meeting and the date and time of the meeting which will not be less than two weeks, nor more than six weeks from the date of such request. Special meetings will be held at a place to be determined by the Steering Committee or, in the absence of such a determination, by the officer or Members calling the meeting.

Section 4. Notice of Meeting. Written notice of each meeting of the Members will be given personally, by mail or by e-mail. If notice is given by mail, a copy of the notice of the meeting will be mailed to each Member at the last known address of the Member as it appears on the records of the Coalition. Notice will be given not less than ten nor more than forty-five days before the meeting if given by any other class of mail. Notices of meetings will set forth the place, date and hour of the meeting, the general nature of the business to be transacted. The business transacted at any special meeting will be confined to the business referred to in the notice and to business germane or incidental to such business. The Steering Committee may fix in advance a date as the date of record for purposes of determining the Members

entitled to notice of, and to vote at, any meeting of the Members or any adjournment thereof. Such record date will not be more than forty-five nor more than ten days before the date of the meeting.

Section 5. Procedure. The order of business and all other matters of procedure at every meeting of Members will be determined by the presiding officer.

Section 6. Waiver of Notice. Notice of meeting need not be given to any Member that submits a signed waiver of notice, in person or by proxy, before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, constitutes a waiver of notice by that Member.

Section 7. Quorum. At all meetings of the Members, no less than one-fifth of all Members must be present in person or by proxy in order to constitute a quorum. Any number less than a quorum may adjourn a meeting despite the absence of a quorum.

Section 8. Vote Required. Questions concerning dissolution or merger of the Coalition, changes to the Coalition's purposes, and the sale of all or substantially all of the Coalition's assets will be determined by a two-thirds vote of the Members. All other questions, except as otherwise provided by statute or these Bylaws, will be determined by majority of the votes cast at a meeting of the Members.

Section 9. Mode of Voting. A Member may vote either in person or by proxy appointed by an instrument executed in writing or by electronic mail by such Member or the Member's duly authorized attorney-in-fact and delivered to the secretary of the meeting. No proxy is valid more than eleven months after its execution unless the Member executing it specifies in the proxy its duration. Every proxy is revocable at the pleasure of the Member executing it.

Section 10. Consensus. All decisions of the Coalition will be made by consensus (whenever possible) of those Members in attendance at a meeting. If consensus cannot be reached then the Membership will vote on issues as necessary.

Section 11. Written Consent of the Members Without a Meeting. Whenever by law the Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting for the action so taken, signed by the Members. Written consent or electronic mail thus given by all such Members has the same effect as a unanimous vote of the Members.

Section 12. Annual Report of the Steering Committee. The Steering Committee will present at each annual meeting a report, verified by the Co-Chairs and Treasurer or by a majority of the Members of the Steering Committee, or certified by the Coalition's external auditor, showing in appropriate detail the following:

- (a) the assets and liabilities, including trust funds, of the Coalition as of the end of a twelve month fiscal period terminating not more than six months prior to the meeting,
- (b) the principal changes in assets and liabilities including trust funds, during that fiscal period,
- (c) the revenue or receipts of the Coalition, both restricted and unrestricted, during that fiscal period,
- (d) the expenses or disbursements of the Coalition, for both general and restricted purposes during that fiscal period,
- (e) the number of Members of the Coalition as of the date of the report, together with a statement of increase or decrease in such number during that fiscal period, and a statement of the place where the names and addresses of the current Members may be found.

This report will be filed with the records of the Corporation and either a copy or an abstract of it will be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

### **ARTICLE III**

#### **Steering Committee**

Section 1. Governance. Except for powers reserved to the Members, the governance of the Coalition is vested in the Steering Committee which has the control of the Coalition's property and the direction of its affairs including, but not limited to, receiving committee reports, making decisions, sending issues to the

Members, attending to business raised by the Members, assigning business to committees and evaluating the Executive Director.

Section 2. Number, Classification and Election. The Steering Committee will consist of seven Members. Each Steering Committee Member must be a duly designated representative of a Member. Three Members of the Steering Committee will be representative of institutions of higher education Members, and three Members of the Steering Committee will be representative of not-for-profit Members. The remaining Steering Committee Member shall be the Executive Director. All of the Members of the Steering Committee will be at least 18 years of age. No more than one duly designated representative from a Member will be eligible for election to or service on the Steering Committee.

Section 3. Election and Term of Office. Except as otherwise provided by law or these Bylaws, each Steering Committee Member of the Coalition will be elected at an annual meeting of the Members. The Members of the Steering Committee will be divided into three classes of approximately equal size, and the election of the Members of the Steering Committee will be staggered so that one class of Members of the Steering Committee is elected each year for a term of three years and until his or her successor has been elected and qualified, provided, however, that Members of the Steering Committee may be elected to a term of less than three years if necessary to maintain approximately equal class sizes. No Steering Committee Member will be permitted to serve more than two consecutive three-year terms. A Steering Committee Member who has served two consecutive three-year terms may not be re-elected to the Steering Committee until he or she has been off the Steering Committee for at least one year.

Section 4. Vacancies. A Steering Committee Member elected to fill a vacancy will hold office until the expiration of the term he or she was elected to complete and until his or her successor is elected and qualified. A Steering Committee Member elected to fill a vacancy must be a duly recognized representative from the same institutional or organizational Member as his or her predecessor. If there is no duly recognized representative from the same institutional or Organizational Member than the newly elected Steering Committee Member must be from the same type of Member (not-for-profit or higher education) as his or her predecessor.

Section 5. Resignation. Any Steering Committee Member may resign at any time by giving a resignation in writing to the Co-Chairs or the Secretary. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation is effective at the time specified.

Section 6. Removal of Members of the Steering Committee. Any Steering Committee Member may be removed for breach of duties by the affirmative two-thirds vote of the Members at any meeting of the Members.

Section 7. Compensation. No Steering Committee Member will be compensated for serving as a Steering Committee Member, except that the Coalition may reimburse Members of the Steering Committee for expenses necessarily incurred in effecting one or more of the purposes of the Coalition, provided that such expenses are approved by the Steering Committee.

## **ARTICLE IV**

### **Meetings of Members of the Steering Committee**

Section 1. Regular Meetings. Regular meetings of the Steering Committee will be held every other month at times and places in New York State, determined by the Steering Committee and specified in the notices of meetings. Member organizations shall alternate hosting meetings.

Section 2. Special Meetings. Special meetings of the Steering Committee may be called at any time by a Co-Chair or the Secretary. A special meeting will be called at the written request of four of the seven Members of the Steering Committee. Each special meeting of the Steering Committee will be held at a time and place determined by the person calling the meeting and specified in the notice of meeting.

Section 3. Annual Meeting. The annual meeting of the Steering Committee will be held in October of each year, or such other regular meeting designated by the Steering Committee.

Section 4. Notice of Meeting. Notice of each regular or special meeting of the Steering Committee stating its time and place will be given by the Co-Chairs or the Secretary to each Steering Committee Member not less than three days before the meeting, by mailing the notice addressed to each Steering Committee Member at his or her residence or usual place of business, or not less than two days before the meeting, by delivering the notice to each Steering Committee Member personally, by fax, e-mail or telephone.

Section 5. Quorum and Action by the Steering Committee. At all meetings of the Steering Committee, except as otherwise provided, a quorum is required for the transaction of business, which will consist of not less than four Members of the Steering Committee. Except as otherwise provided, the vote of four/sevenths of the Members of the Steering Committee will decide any question that may come before the meeting. A simple majority of the Members of the Steering Committee present, whether a quorum is present or not, may adjourn any meeting. Lacking a two thirds majority, the Steering Committee may submit any and all questions and issues to the Members of the Coalition at the annual meeting, regular meeting or special meeting of the Members for the Members consideration in accordance with the provisions of Article I of these Bylaws.

Section 6. Consensus. All decisions of the Steering Committee will be made by consensus (whenever possible) of those Members of the Steering Committee in attendance at a meeting. If consensus cannot be reached then the Steering Committee will vote on issues as necessary

Section 7. Procedure. The order of business and all other matters of procedure at every meeting of the Members of the Steering Committee may be determined by the person presiding at the meeting.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Steering Committee or any committee of the Steering Committee may be taken without a meeting if all Members of the Steering Committee or Committee Members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto will be filed with the minutes of the proceedings of the Steering Committee or committee.

Section 9. Presence at Meetings by Telephone. Any one or more Members of the Steering Committee or any committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

## **ARTICLE V**

### **Committees of Members**

Section 1. Designation of Committees. The Members, by resolution or resolutions adopted by a majority of Members present at a meeting where a quorum is present, will designate an Audit/Financial Oversight Sub-Committee, a Membership Committee and a Public Relations & Marketing Committee and a Funding Committee. The Members may designate other standing or ad hoc committees of the Members. Ad hoc committees may be appointed, for example, to provide oversight of specific grants, contracts or other agreements that require such oversight as a term and condition of the grant, contract or other agreement. Each committee will consist of three or more Members, and one such member should be a Member of the Steering Committee. Steering Committee Members will not, however, serve as the chairpersons of the Standing Committee.

Section 2. Audit/Financial Oversight Sub-Committee. The Audit/Financial Oversight Committee will consist of three or more Members who have no financial interest in, or conflict of interest with, any entity doing business with the Coalition. At least one member of the committee will have adequate financial literacy to understand, analyze and reasonably assess the financial statements of the Coalition. The Treasurer will not be a member of the Audit/Financial Oversight Committee. The committee's duties include establishment and periodic review of the Coalition's processes for producing financial data, the adequacy of its financial controls, and the independence of its auditor, making recommendations to the Steering Committee on the hiring, firing and compensation of external auditors.

Section 3. Membership Committee. The Membership Committee will define membership, identify, recruit, screen, orient and train new Coalition Members in accordance with policies and procedures that it shall recommend for approval by the Members. The Membership Committee shall also publish and distribute a Directory of Members and update the directory from time to time as necessary.

Section 4. Marketing & Public Relations Committee. The Marketing & Public Relations Committee shall establish and help execute a marketing plan to provide stakeholders and the public at large with information about the Coalition. Marketing and public relations efforts may include, but will not be limited to, planning, organizing and executing an event or events open to the public.

Section 5. Funding Committee. The Funding Committee shall help establish and execute a plan to raise funds from a variety of sources to provide for the financial viability and sustainability of the Coalition.

Section 6. Meetings of Committees. A committee of members will meet at the times and places determined by the chair(s) of the committees and specified in notices of the meetings. Meetings of the committees will be governed by the provisions of or Article IV of these Bylaws, which governs the meetings of the Steering Committee. Each committee will keep regular minutes of its proceedings and report its actions to the Steering Committee when required.

## **ARTICLE VI**

### **Officers**

Section 1. Election. At the annual meeting of the Steering Committee, following the election of Members of the Steering Committee, the Steering Committee will elect from among the Members of the Steering Committee two Co-Chairs one of whom shall be a representative of an institution of higher education Member and one of whom shall be a representative of a not-for-profit Member, a Treasurer and a Secretary and may elect such other officers as the Steering Committee from time to time deems advisable. The Executive Director shall also be a voting member of the Steering Committee.

Section 2. Terms. All officers will serve for a term of One [1] Year and until their successors have been elected and qualified. No Steering Committee Member who has served as an officer may be re-elected to that same office until he or she has been out of that office for one full year.

Section 3. Removal. Any officer may be removed or have his or her authority suspended by the Steering Committee at any time with or without cause.

Section 4. Vacancies. If the office of any officer becomes vacant for any reason, the Steering Committee will have the power to fill such vacancy in accordance with the provisions of Article IV.

Section 5. Duties of Officers May Be Delegated. If an officer is absent or unable to perform his or her duties, or for any reason that the Steering Committee deems sufficient, the Steering Committee may delegate the powers or duties of any officer to any other officer or Steering Committee Member.

Section 6. Co-Chairs. The Co-Chairs will be the chief officers of the Steering Committee. They will preside at all meetings of the Steering Committee and at all meetings of the Members, and will perform all such other duties as usually pertain to the office or are properly required or assigned by the Steering Committee.

Section 7. Secretary. The Secretary will ensure that the minutes of the Steering Committee and of the Members are kept, distributed and disseminated in manners consistent with the Coalition's goal of being an open and publicly recognized organization, such manners of dissemination will include but will not be limited to posting minutes electronically. The Secretary shall attend to the giving and serving of all notices of the Coalition, have charge of such books and papers as the Steering Committee may direct, attend to such correspondence as may be assigned and shall also have such powers and perform such duties as usually pertain to the office or as are properly required or assigned by the Steering Committee.

Section 9. Treasurer. The Treasurer will ensure the monitoring of the financial activities of the Coalition by the Steering Committee. The Treasurer will present the annual audited report of the Coalition to the Steering Committee, setting forth in full the financial resources of the Coalition, and shall also have such powers and perform such duties as usually pertain to the office or as are properly required or assigned by the Steering Committee.

Section 10. Executive Director. The Members shall hire an Executive Director who shall serve as the chief executive officer of the Coalition and shall serve at the pleasure of the Members. The Executive Director shall have full voting rights on the Steering Committee.

## **ARTICLE VII**

### **Amendments to the Bylaws**

Bylaws of the Corporation may be adopted, amended or repealed at any meeting of the Members, notice of which referred to the proposed action. Adoption of and amendments to the Bylaws require a two-thirds vote of the Members voting on such amendments.

