BOARD BRIEF BASICS

Membership
✓ Voting Classes - Members of this corporation who shall have voting rights shall be four (4) classes:
  • Not-for-Profit Organizations, being those non-profit corporations, charitable or otherwise, and
    unincorporated groups
  • Not-for-Profit Associations, being those non-profit corporations; charitable or otherwise, and
    unincorporated groups that have a dues paying membership that by virtue of this class, become non-
    voting members of the New York Council of Nonprofits, Inc.
  • Business Supporters, being those for-profit entities
  • Individual Supporters, being persons
✓ Non-Voting Classes - Non-voting membership to the New York Council of Nonprofits, Inc. may be granted to any or
  all dues paying members of those in the Not-for-Profit Association class.

Elected Term Obligations
✓ Board Members - 3 year terms, with no more than 3 consecutive full terms
  • Board members are elected by our Membership at the October Annual Meeting and take their official
    voting seat on January 1st; board members “elect” are expected to attend board meetings & committee
    meetings during this transition period, from October - January.
  • The board is comprised of a minimum of nine (9) directors and a maximum of twenty-seven (27).
    Currently there are nineteen (22) board members, of whom 4 are ex-officio’s.
✓ Officers – One (1) year term and serve a maximum of two (2) consecutive for each respective office unless the
  Board, upon the recommendation of the Board Development Committee, elect an officer to serve a third (3rd)
  term by a two-thirds (2/3rds) vote of the entire Board.
  • Officers are elected by a majority of the entire Board of Directors at their regular meeting in the month of
    January.

Participation Obligations
✓ Board currently schedules 5 regular meetings per year, plus an Annual Member Meeting in October; regular
  meetings are held at noon.
✓ 2021 Annual Meeting is scheduled for October 7th, during Camp Finance, as a virtual meeting.
✓ Board members are required to attend majority of meetings (miss no more than 3) per year; phone conferencing is
  allowed.
✓ Board members must serve on at least one Committee of the Board (see committees below) and attend most
  meetings; again, phone conferencing is allowed. There is also a Committee of the Corporation. Please see
  descriptions below.
  
  → Committees of the Board of Directors are comprised solely of at least three (3) voting Directors and shall have
    either standing authority and/or may be designated specific authority from time to time by the Board to take
    action within statutory limitations that would legally bind the Board or the Corporation as a whole. These
    Committees shall be the Executive Committee; Audit, Finance and Compliance Committee; and Program,
    Services and Policy Committee.

Updated 3/9/2021
Committees of the Corporation are comprised of at least three (3) individuals appointed by the entire Board upon nomination by the Chair for the standing purposes stated herein or for special purposes as determined by the Board. Said committees may include persons not serving as a voting Director of the Board and cannot under any circumstances take actions that bind the Board or the Corporation.

Committee of the Board and Responsibilities (per bylaws)

Executive
The Executive Committee shall be comprised of the elected Officers of the Corporation, to wit: Chair, Vice-Chairs, Secretary and Treasurer, and Chairs of all Committees of the Board and those Committees of the Corporation that are stated in these By-laws. The Board Chair shall serve as Committee Chair and meetings can be called by the Chair or by any three (3) Members of the Committee.

The Executive Committee shall:

a. Maintain surveillance of the business and affairs of the Corporation between meetings of the Board;

b. Be empowered to take binding action within the restrictions of statute, these By-laws and/or specific board resolution;

c. Be responsible for overseeing the personnel affairs of the Corporation, including, but not limited to developing and reviewing personnel policies and annually evaluating and recommending total compensation to the entire Board in accordance with applicable law, regulations and policies established by the Board for the Chief Executive Officer;

d. Not, without specific authorization by the Board of Directors, hire, contract or amend an existing contract with, or terminate the Chief Executive Officer;

e. Submit a report of its actions in a timely manner to the Board at or before all regularly scheduled or special meetings of the Board; and

f. Maintain and distribute meeting minutes to the Board in a timely manner.

Audit, Finance & Compliance (AFC)
The Audit, Finance and Compliance Committee shall be elected, including the Committee Chair, by the majority of the entire Board of Directors upon nomination by the Board Chair and shall consist solely of “Independent Directors” as defined in statute. The Treasurer shall serve as a member of the Committee but shall not serve as its Chair. The Committee does not have standing authority to take action that binds the Board or the Corporation but may take such action in specific circumstances if so authorized by the Board and permitted by statute.

The Committee shall:

a. Work with management to develop and recommend a budget for approval by the Board of Directors;

b. Propose and monitor the implementation of financial and investment policies;

c. Review any and all external audits;

d. Periodically conduct the bidding process for the Certified Independent Audit and make recommendations accordingly to the Board;

e. Review with the Independent Auditor the scope and planning of the audit prior to commencement and make itself available for communications with the auditor during the process;

f. Annually assess the performance and independence of the Auditor;

g. Prepare and recommend to the Board a written response addressing any and all deficiencies or improvements cited in external audits including required communications for the independent audit;

h. Oversee the compliant implementation of the Corporation’s conflict of interest provisions, including “Related Party Transactions”, and whistleblower provisions as stated herein and/or board-approved policy; and

i. Maintain and distribute meeting minutes to the Board in a timely manner.

Programs & Services (P&S)
The Programs & Services Committee shall be elected, including the Committee Chair, by a majority of the entire Board of Directors upon nomination by the Board Chair. The Committee shall regularly monitor and assess the effectiveness of the Corporation’s mission-based activities including membership, capacity-building, community planning and government relations. The Committee does not have standing authority to take action that binds the Board or the Corporation but may take such action in specific circumstances if so authorized by the Board and permitted by statute.

The Committee shall:

a. Advise management on program strategies and operational activities;
b. Make recommendations to the Board of Directors regarding membership criteria and annual dues; the selection of endorsed corporate vendors; positions on public policy including specific legislation; and program policies, strategic directions and/or initiatives of governing significance; and
c. Maintain and distribute meeting minutes to the Board in a timely manner.

### Committee of the Corporation and Responsibilities (per bylaws)

#### Board Development

The Board Development Committee is a Committee of the Corporation and shall consist of at least three (3) voting members of the Board of Directors.

The Committee shall:

a. Be responsible for ensuring that the composition of the Board accurately reflects the terms of office stated herein;
b. Recommend to the Board performance standards for individual Directors including the ethical conduct and conflict of interest;
c. Annually assess the overall composition and functioning of the Board including the performance of individual Directors;
d. Recruit and nominate Officers and Directors;
e. Coordinate orientation for new Directors and assure the continued development and training of the Board; and
f. Periodically review the appropriateness and functionality of the By-laws and make recommendations for amendment to the Board.

#### Advocacy & Policy Committee (draft charge; not approved yet as it is a new committee)

The Advocacy and Policy Committee, as a Committee of the Corporation, shall be appointed by the Board of Directors upon nomination of the Board Chair. In partnership with the CEO and assigned staff, the committee shall monitor relevant federal and state legislative, regulatory and judicial development that affect NYCON members and the overall charitable nonprofit community. The committee shall advise and assist the Board and CEO in the development, coordination and implementation of NYCON Policy Agenda and lobbying activities.

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### Donation/Development Obligations

✓ Board members are expected to support NYCON’s fundraising activities by:
  - Making financial contributions.
  - Sharing information about NYCON and its programs and activities with corporate and personal contacts and others in their community.
  - Sharing corporate and personal contacts with NYCON, on occasion and when appropriate, for cultivation or solicitation purposes.

✓ There is an annual board campaign. 100% board participation is expected with donations being made at a level that is significant to the individual and reflective of their responsibility as a board leader. We have a temporarily restricted fund called the Technical Assistance to Nonprofit and Communities (TANC) Fund. Its earnings support NYCON services to requesting organizations/communities that are unable to pay for such services.

✓ Purchase of tickets to the Annual Meeting.

### Conflict of Interest/Representational Issues/ Code of Ethics

✓ Conflict of interest is defined in the bylaws and the procedures are also so stated.
✓ Although board members come from different geographic regions and government, corporate or other interests, each individual is expected to represent the best interests of NYCON in general and support our statewide interests.
✓ Each member must annually sign code of ethics.
# 2021 Board Meeting Schedule

Board Meetings are typically the last Thursday of the month, unless there is a conflict. Board members can participate at the board meetings either in-person or join us via teleconference. *As of right now, 2021 meetings will be held virtual only. We will reassess on a continuous basis and let board members know if any of them will also be able to meet in-person.

<table>
<thead>
<tr>
<th>Date</th>
<th>Time</th>
<th>Meeting Type</th>
<th>Location*</th>
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<tbody>
<tr>
<td>January 28th</td>
<td>12:00 – 1:30 PM</td>
<td>Regular Meeting</td>
<td>NYCON, Menands</td>
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<tr>
<td>February 17th</td>
<td>2:30 – 4:00 PM</td>
<td>Regular Meeting</td>
<td>NYCON, Menands</td>
</tr>
<tr>
<td>April 29th</td>
<td>12:00 –1:30 PM</td>
<td>Regular Meeting</td>
<td>NYCON, Menands</td>
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<tr>
<td>May 27th</td>
<td>11:15 AM – 12:15 PM</td>
<td>Board Appreciation Luncheon</td>
<td>NYCON, Menands</td>
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<td></td>
<td>12:15 – 1:45 pm</td>
<td>Board Meeting</td>
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<tr>
<td>September 30th</td>
<td>12:00 – 1:30 PM</td>
<td>Regular Meeting</td>
<td>NYCON, Menands</td>
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<td>(Board will receive 2nd Qtr Financial Report and supplemental pertinent information from management as applicable)</td>
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<tr>
<td>October 7th</td>
<td>12:00 – 1:30 PM</td>
<td>Annual Member Meeting</td>
<td>Virtual / Mohonk Mountain House, New Paltz, NY</td>
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<td>(Always the Thursday before Columbus Day as it is held during our Annual Camp Finance Conference in New Paltz)</td>
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<tr>
<td>December 9th</td>
<td>10:00 AM – 3:00 PM</td>
<td>Regular Meeting &amp; Board Retreat</td>
<td>NYC</td>
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<td>(Please note, this meeting is not the last Thursday of the month due to the holidays and is typically held in NYC.)</td>
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