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By Laws

Article I Name

Section 1. This organization shall be known as **Center for Family Life and Recovery. (CFLR)**

Article II Objectives & Purposes

Section 1. Mission Statement: To transform the lives of individuals and families by providing help and hope through advocacy, prevention, counseling and training.

Section 2. Vision Statement: CFLR, Inc. will create a community mindset where individuals and families embrace sustained recovery from mental health, substance use and behavioral issues.

Section 3. Purposes:

- To provide services which promote and assist in the development of healthy family life.
- To provide services and resources that increase individual capacity for healthy living.
- To serve as a community resource and referral service to facilitate recovery from mental health, alcoholism, other drug addiction, and behavioral issues.
- To acquire property, real or personal, by purchase, lease, gift, contribution, legacy, devise or otherwise from individuals, firms, associations, corporations, institutions and foundations; to hold the same in trust or otherwise; to invest and reinvest the same; and to sell, lease, mortgage, use distribute and dispose of the same and any increase, income and dividends thereon as the purpose of the corporation shall require; all subject to such limitations as may be prescribed by law.

Article III
Directors

Section 1. Center for Family Life and Recovery (CFLR) shall have its government vested in a Board of Directors who shall be community members who show special interest in the CFLR's goals and objectives and will be nominated by the present Directors. There shall be no less than eight or more than eighteen directors. Individual Directors shall be elected to serve a three-year term and may serve additional, after nomination, review and recommendation from the Nominating Committee. One-third of the members of the Board of Directors shall be elected annually on a rotating basis.

Section 2. The Directors shall manage the corporation in compliance with the New York State Not-For-Profit Corporation Law and shall discharge its responsibility for the overall governance of the corporation including without limitation, the framing of broad policy matters, the hiring and firing of the salaried CEO, and maintaining the good financial health and stewardship of the organization in good faith and with the degree of diligence, care and skill which an ordinary prudent person would exercise under similar circumstances in like positions as set forth in greater detail at New York State Not-For-Profit Corporation Law.

Section 3. In the event that a duly elected Director dies, resigns, or is otherwise removed, his/her successor may be nominated and approved by a majority of the Board to fulfill the unexpired term. A Director may resign from the Board upon giving written notice to the President of the Board, said resignation to be effective on the date set forth in the notice.

Section 4. Each member of the Board of Directors shall be required to attend at least 80% of all meetings of the Board, any committees on which he/she serves and Board Continuing Education Programs. Any Director who fails to maintain sufficient attendance, without good cause acceptable to the Board, shall, upon the recommendation of the President and confirmation by a vote of two-thirds (2/3) of the Directors be dismissed from the Board of Directors.

Section 5. The members of the Board of Directors shall not receive compensation for their services.

Section 6. No member of the Board is authorized to represent any discussion or decision of the Board or to act as a representative of the Board unless authorized to do so.

Article IV
Elections

Section 1. Any new Directors shall be nominated and approved by the present Board members at any duly called meeting of the Board of Directors by a majority of the votes cast until the last meeting of the fiscal year for terms to be determined by the Board.

Section 2. The Board of Directors shall elect from among its members a President, Vice President, Secretary and Treasurer to serve as the officers of CFLR and the Board of Directors. These officers and the immediate Past President, who still serves on the Board, shall serve as the Executive Committee of the Board.

Section 3. The officers shall be elected for a term of one year and require a majority vote of members of the Board. Officers shall serve until their successors are elected. No individual shall serve in the same office for

more than three full consecutive terms, but any individual who shall have served three full consecutive terms in the same office shall be eligible for re-election after an interval of one year. The Board of Directors may remove any officer whenever, in its judgment, the best interests of the corporation will be served thereby.

Section 4. Nominations, election and installation of Board members and officers shall take place yearly at the last meeting of the fiscal year.

Section 5. At the expiration of the term of office, by termination or otherwise, of any officer or Director, or standing or special committee member, he/she shall turn over to his/her successor all money, property, papers, records and books of the Board or committee that may be in his/her possession.

Section 6. Any vacancy occurring in any office before the last meeting of the fiscal year of the Corporation shall be filled by the Board of Directors at a regular meeting of the Board of Directors.

Section 7. The Board of Directors shall have power to appoint from time to time such additional officers as it considers necessary.

Article V Duties of Officers

Section 1. The President or designee shall preside at all Board of Director meetings of the Corporation, appoint all committees, as set forth in the Bylaws and transact such other business as may pertain to the office. The President shall appoint all committee chairs annually, and shall be an ex-officio member of all committees. The President shall be responsible for the management and function of the Board and for each and all of its officers and directors. It shall be the duty of the President and Executive Committee to execute the annual performance evaluation of the CEO.

Section 2. The Vice President, and in his/her absence, the Secretary, shall perform the duties of the change to President in case of absence of that officer.

Section 3. The Secretary or Board designee shall keep an accurate and correct record of the proceedings of all meetings of the Corporation and Board of Directors and shall perform such other duties as may be incidental to his/her office, or assigned to him/her. Board contact information will be recorded with the Secretary annually and throughout the year if a contact change occurs.

Section 4. The Treasurer or Board designee shall be the Chief Financial Officer of the Corporation. He/she shall have the duty to keep or direct to be kept the full and accurate accounts of all receipts and disbursements of the Corporation and to obey the lawful orders of the Directors and Finance Committee, while respecting funds, property and accounts of the Corporation. The Treasurer shall not pay out or direct to be paid out any money, unless by order of the Board, or under such regulations or with such approval as the Audit/Finance Committee may prescribe. He/she shall report the condition of the treasury to the Directors at each board meet and the Corporation annually and submit the books and records to the Board of Directors whenever required. The Treasurer shall cooperate with any independent auditors or certified public accountants retained by the Board for the purpose of constructing audits of the accounts of the Corporation.

SECTION 5. The members of the Board of Directors shall at all times conduct the affairs of the organization in strict conformance with all applicable fiduciary and ethical standards. Each Director shall act in a manner consistent with the duty of undivided loyalty to the interests of the organization, the duty to maintain in confidence information concerning the affairs of the organization, the duty to avoid actual or apparent conflicts

of interest, and the duty to maintain and advance the purposes of the organization. The Board shall adopt such mechanisms as it deems appropriate to assist the Directors in fulfilling these obligations. Without limiting the foregoing, the Board shall adopt, review and amend as appropriate: the mission and vision of the organization, a Conflict of Interest Policy to provide a formal mechanism for identifying and treating actual and apparent conflicts; and, mechanisms to ensure corporate compliance with laws, rules and regulations relating to the business of the corporation.

Article VI CEO

Section 1. The Board of Directors shall appoint the CEO. The CEO is accountable to the board and responsible for:

- Developing, administrating and operating programs
- Managing finances within the general policies and budget adopted by the Board,
- Providing information and leadership to the Board in helping to keep alert to the changing community needs and modifying programs and policies.
- Attending all Board meetings and is an ex-officio member of all Board Committees.

Section 2. The CEO shall have the responsibilities for employment and separation of such staff as is provided for and consistent with the operating budget of the Corporation at any given time.

Section 3. The President and the Executive Committee shall review annually the job performance of the CEO, which includes the progress in meeting policies and goals of the Agency, the effectiveness of the services in carrying out the Corporation's purpose, and the management of personnel, finances, program, and operation of the Corporation in general.

Article VII

Duties of Committees

Section 1. Executive Committee- As set forth in Article III, Section 2, the Executive Committee shall be composed of the officers of the Board of Directors and the immediate past President, who still serves on the Board, with the current President acting as President. The Executive Committee shall be responsible for:

- Having the general charge of the administration of the affairs and property of the Corporation between meetings of the Board.
- During the course of conducting the Corporation business and a quorum has not been established, the Executive Committee reserves the right to accept electronic communication in any form from a Board of Director to cast their own vote. The vote is accepted only if the entire Board responds in favor of the proposition. If the entire Board does not respond favorably the vote is presented at the next scheduled Board meeting or if time is an issue then a special meeting will be called. The Board of Directors cannot vote via means of proxy.
- Conducting the annual job performance of the CEO.

The Executive Committee shall NOT take any action inconsistent with a prior act of the Board, alter these Bylaws, or take any action which has been reserved to the Board, unless specifically empowered to do so by the Board.

Section 2. Governance Committee- Shall consist of at least three members of the Board of Directors and is responsible for:

- Developing and maintaining an outline of:
 - a. The General “skill-sets” desired on the Board;
 - b. The constituencies to be represented on the Board; and,
 - c. The duties, obligations and expectations of Board members.
- Reviewing potential candidates to serve as Directors,
- Proposing Directors for election/re-election one month prior to the last meeting of the fiscal year.
- Proposing Directors for replacement at a meeting agreed to by the Board of Directors
- Proposing a slate of officers for election at each At the last meeting of the fiscal year. The slate of nominees for the Board of Directors shall be sent to the Board of Directors at least twenty (20) days prior to the last meeting of the fiscal year. Additional nominations for Directors or Officers shall only be considered, provided they are made, in writing, by a minimum of three (3) Directors, and are received at the offices of the Corporation at least two (2) days prior to the last meeting of the fiscal year.
- Planning and preparing the annual strategic plan for review and up-date.
- Providing recommendations for up-dates of the strategic plan to the full Board for approval.
- Exercising such other power and authority as may be delegated to it by the Board of Directors.
- Establish and maintain relationships with representatives from local, state and federal entities.
 - a. build relationships with targeted/identified
 - b. set-up appointments and open doors on behalf of the organization;
 - c. establish political ties with representatives in Herkimer and Oneida County; convey information about organization to known & unknown contacts and entities.

Section 3. Audit/Finance/Human Resources Committee shall consist of at least three members of the Board of Directors, one of whom shall be the Treasurer. The Audit/Finance Committee shall have responsibility for:

- Reviewing and recommending the annual budget for the Corporation.
- Selecting and periodically evaluating the Audit Firm.
- Making recommendations for the management of the Corporation’s invested funds.
- Reviewing the financial condition and performance of the Corporation at least quarterly.

- Studying the policies related to human resources, including salary and benefit reviews, and the level of corporation subsidy for benefits.
- Providing consultation to the CEO on personnel practices, human resource planning, and fringe benefits.
- Making recommendations to the Board concerning personnel policies and salary ranges.

Section 5. Community Engagement Committee - Shall consist of at least three members of the Board of Directors. This committee shall plan provide oversight of the programs, activities, communications and strategies that support the development and implementation of a comprehensive external relations program, serve as public advocates for the advancement of the organization and provide philanthropic leadership in support of the mission of the organization. The committee is responsible to:

- Attend and participate in on-site and off-site events of the organization;
- Host special functions for donors, friends and/or prospective donors of the organization;

- Serve as cultivators, door-openers and askers for prospective donors, for all the organization's priorities;
- Participate philanthropically in all the organizations priorities, including Unrestricted Annual Fund support;

Section 7. Special Committees- There may be such special or ad hoc committees as the Board may, from time to time, establish for the discharge of particular duties, composed of staff members, Board members and community members when indicated. Additional subcommittees of the standing committees may be established and discontinued by the Chairperson and shall forward their reports and recommendations for action and approval to the Board. At least one Board member will sit on such committees and act as chairperson.

Article VIII Meetings

Section 1. Regular meetings of the Board of Directors shall be held at least (6) times per calendar year, unless voted on by the Board of Directors-

Section 2. The Board of Directors shall use the ½ plus 1 formula (*i.e. a quorum for 10 board members will be 5+1=6*) to constitute a quorum for the transaction of business. Directors may be present at Board Meetings and Executive Committee Meetings, physically or electronically, by teleconference, video conference, Web-Cam, Skype or any other similar technology that will allow all directors to interact freely and simultaneously in the discussion and deliberation upon which the Board's actions and decisions are based.

Section 3. Special meetings of the Board may be held at the call of any three of the following: President, Vice President, Secretary, Treasurer, at the request of seven members of the Board of Directors, setting forth the objectives of the meeting.

Article IX Finances

Section 1. All money acquired by the Corporation, Directors of the Board, or the Finance and Budget Committee for Center for the Corporation shall be signed, endorsed for collection or deposit in such manner as shall be determined by the Board of Directors.

Section 2. The fiscal year shall be January 1 to December 31.

Section 3. The financial records of the Corporation shall be audited annually by a professionally qualified independent, certified public accountant who is neither an employee of the Corporation nor a member of the Board of Directors. Copies of the audit shall be available to the Board of Directors.

Section 4. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a Resolution of the Board of Directors.

Section 5. Accounting of the Corporation's finances shall be done on the accrual basis.

Section 6. Such officers and employees as may be designated by the Board of Directors shall be bonded and in such amount as may be determined by the Board of Directors.

Article X
Incorporation

Section 1. Center for Family Life and Recovery shall maintain a corporate status as defined under the Laws of New York State for not-for-profit corporations.

Article XI
Books and Records

Section 1. The Corporation shall keep correct, complete and up-to-date books and records of accounts and shall also keep minutes of meetings of its Board and Committees. Said records may be in written form or in any form capable of being converted to written form within a reasonable time.

Section 2. Access to personnel records may be approved by the CEO and will be restricted according to law.

Section 3. The records of the Corporation may be inspected by the Board of Directors for any proper purpose during business hours with appropriate advance notice.

Section 4. Requests for access to Corporation records by outside parties will be considered on an individual basis pursuant to law.

Article XII
Amendments

Section 1. These Bylaws may be amended by a majority vote of those present, and consisting of at least the number required for a quorum as set forth in Article VIII, Section 2., at any duly called meeting of the Board of Directors, provided that notice and a copy of any proposed amendment shall be furnished to the members of the Board for review at least one week in advance of such meeting.

Article XIII
Non-Discrimination

Section 1. The members, officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to all classifications protected by New York State and Federal Law.

Article XIV
Indemnification

Section 1. The officers and directors of the Corporation shall be indemnified from liability and expense incurred by them in accordance with the provisions of Article VII of the New York State Not-For-Profit Corporation Law.

Section 2. The Corporation shall purchase and maintain Directors and Officers Insurance to cover the costs of such indemnification.

ARTICLE XV
Conflict of Interest

Section 1. Reporting Requirements Any director, officer, key employee, or committee member having an existing or potential interest in a contract or other transaction presented to the Board of Directors or a committee thereof for deliberation, authorization, approval, or ratification, or any such person who reasonably believes that such an interest exists in another such person, shall make a prompt, full and frank disclosure of the interest to the Board or committee prior to its acting on such contract or transaction which might reasonably be construed to be adverse to the Corporation's best interest.

Section 2. Conflict Determination and Restrictions The body to which such disclosure is made shall determine, by majority vote, whether the disclosure shows that the non-voting and non-participation provisions below must be observed. If so, such person shall not vote on, nor use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations in respect to, such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted on. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 3. Conflict Policies The Board shall adopt conflict of interest policies requiring:

- a) Regular annual statements from directors, officers, and key employees that disclose existing and potential conflict of interest.
- b) Corrective and disciplinary action with respect to transgressions of such policies.

For the purpose of this section, a person shall be deemed to have an interest in a contract or other transaction if he or a family member is the party (or one of the parties) contracting or dealing with the corporation, or if he is a director or officer of or a family member of, or has significant financial influential interest in, the entity contracting or dealing with the Corporation, or if he or a family member is otherwise reasonably likely to gain a significant financial or other personal benefit if the contract or transaction is approved.

ARTICLE XVI
Harassment

The Corporation shall maintain an environment free from unlawful harassment based on gender, race, color, religion, national origin, ancestry, age, marital status, sexual orientation, pregnancy, physical or mental

disability, citizenship, veteran status, gender expression and/or identity, or any other class protected by Federal, State or local laws.

Article XVIII
Dissolution

Section 1. The property of this Corporation is irrevocably dedicated to not-for-profit purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for not-for-profit purposes and which has established its tax exempt status under Section 501 (c) (3) and 509 (a)(1)(2) or (3) of the Internal Revenue Code of 1954.