



## **BYLAWS**

Approved by the Onondaga County Workforce Development Board  
November 17, 2017  
CNY Works, Inc.

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**BYLAWS  
CNY WORKS, INC.**

**ARTICLE I – NAME; TERRITORY**

1. NAME:

The name of the organization is CNY Works, Inc. (“CNY Works”) which is created to carry out and administer workforce-related activities as determined by the Board of Directors of CNY Works (the “Board”). CNY Works also serves as the Onondaga County Workforce Development Board (“OCWDB”) per Section 107 of the federal Workforce Innovation and Opportunity Act (“WIOA”) as amended from time to time. The Chief Elected Officials Agreement between the County of Onondaga and the City of Syracuse, as approved by all parties on August 6, 2015 (the “CEO Agreement”), establishes the OCWDB.

2. TERRITORY:

CNY Works has been designated as the Local Workforce Development Area for the County of Onondaga pursuant to the provisions of Section 106(b) of the WIOA.

3. CERTIFICATE OF INCORPORATION:

The Certificate of Incorporation of CNY Works is hereby made a part of these Bylaws, and all matters hereinafter contained in these Bylaws shall be subject to any provisions in regard thereto as are set forth in the Certificate of Incorporation. All references in these Bylaws to the Certificate of Incorporation shall be construed to mean the Certificate of Incorporation, as amended from time to time.

**ARTICLE II - MEMBERSHIP**

1. MEMBERS:

The County Executive of Onondaga County (the “County Executive”) and the Mayor of the City of Syracuse (the “Mayor”, and collectively with the County Executive, the “Chief Elected Officials” or the “CEOs”), and/or their successors, shall be the Members of CNY Works. The Members shall be responsible for appointing the Directors to the Board in accordance with Article III of these Bylaws, and shall have such other authority as may be provided in these Bylaws and under the New York Not-for-Profit Corporation Law (“NPCL”) to Members of a New York not-for-profit corporation.

2. ACTIONS OF THE MEMBERS:

It is not anticipated that the Members will attend meetings for performing the Members’ respective responsibilities relative to the organization, including, without limitation, appointing Directors to the Board. Such appointments are to be made in writing, consistent with the provisions of the WIOA, the CEO Agreement, and the capacity of each Member to act under such Member’s municipal governance structure.

**ARTICLE III - DIRECTORS**

1. APPOINTMENT PROCESS:

All appointments of Directors to the Board shall be made by the CEOs in accordance with the provisions of the CEO Agreement. Appointments shall be made by the CEOs in a manner so as to achieve a composition of the Board complying with WIOA §107(b). As used in these Bylaws, the phrase “Entire Board” means the total number of Directors appointed by the CEOs as of the most recent action taken by the CEOs for such purpose. CEOs may consider nominations for Directors from Private Business Sector and Non-Private Business Sector, consistent with WIOA §107(b).

2. QUALIFICATIONS OF DIRECTORS:

Composition of the Board will comply with WIOA Section 107(b)(2). Directors may represent more than one constituency.

A) Diversity:

CNY Works recognizes the importance of diversity among its Directors to assure adequate representation of the local workforce area's population. The Members will strive to establish diversity among the Directors that will include, but not be limited to, minorities, women, people with disabilities, older persons, and any other demographic group which is deemed by the Members to be underrepresented in workforce advocacy efforts.

B) Participation Expectation:

Acceptance of an appointment as a Director on the Board carries with it a commitment to fulfill definite responsibilities. The successful operation of CNY Works to meet the mandates of the law, CNY Works' purpose, and the needs in the region is dependent upon the active participation of each Director to the fullest extent possible. All Directors will be requested to participate on at least one committee. Unless each Director is willing and able to participate actively in Board activities, consideration should be given to step aside to allow another appointee to actively fill the position.

C) Attendance:

Each Director shall be expected to attend at least 2/3 of all scheduled Board meetings. Attendance will be reviewed annually by the Governance Committee and, if a Director falls below that level in the fiscal year, the Director's interest to continue serving will be reaffirmed. The Chairperson will send annual attendance summaries and notice of any resignations/terminations to the CEOs.

D) Changed Status:

If a Director ceases to hold a leadership and/or decision-making position within the sector s/he represents, such individual's status as a Director will be evaluated by the Governance Committee to determine if their continued service as a Director complies with the requirements of Section 107(b)(2) of WIOA and will recommend action to the Board regarding such individual's continued service as a Director.

3. TERM:

A) Length of Term:

Directors shall be appointed for a term not to exceed three (3) years and may serve until their successors are appointed with such office deemed vacant for the purpose of appointing a new Director. All terms of Directors shall ideally be staggered to ensure continuity of the Board's composition. Directors who desire to be reappointed may be considered for reappointment if the Director continues to meet the qualifications as a Director. In this case, and with the approval of the CEO, the Director may be reappointed.

B) Resignation:

Any Director may resign at any time by giving written notice to the Chairperson who will then notify the Governance Committee. Directors are requested to provide thirty (30) days written notice.

C) Removal:

Any Director may be removed with or without cause by the written action of the Member that appointed such Director.

4. VACANCIES:

In the event a Director resigns or is removed from the Board, a new Director shall be appointed by the CEO who originally appointed the resigning Director. Persons appointed to fill seats vacated by Directors whose terms are not expired shall serve until the end of the term of which s/he was appointed.

5. COMPENSATION:

Directors shall serve without compensation; provided, however, nothing in this section shall prohibit reimbursement of a Director for reasonable expenses incurred during the course of Board activities as approved by the Board and subject to the availability of funds in the Board budget.

**ARTICLE IV – MEETINGS OF THE BOARD**

1. MEETING SCHEDULE:

- A) The Board will schedule meetings a minimum of six (6) times during the fiscal year in an established place accessible to the public and at a time and place designated by the Chairperson. The Chairperson may cancel such meetings if there is no business to be conducted.
- B) Special meetings of the Board may be called at any time by the Chairperson or on the written request of no less than 20% of the Entire Board.
- C) Meetings of the Board are to be conducted in a manner consistent with New York State’s Open Meetings Law.

2. PUBLIC COMMENT:

Participation in the meeting by any individual, except voting and ex-officio Directors, shall be at the discretion of the Chairperson. Any member of the public desiring to so participate shall notify the Chairperson before the meeting of the subject s/he wishes to address. Other visitors will be allowed to speak at Board meetings only at a specific time set by the agenda or at the discretion of the Chairperson.

3. QUORUM:

- A) At all meetings of the Board, a majority of the Entire Board constitute a quorum required to transact business.
- B) In all events, a quorum of Directors must be present to lawfully conduct a meeting of the Board. To the extent permitted by Article 7 of the Public Officers Law, Directors participating by means of video-conferencing may be counted toward achieving a quorum. Directors participating by means of video-conferencing shall do so from a site so that the public may attend, listen, and observe. Directors other than those attending in-person or participating by live video-conferencing shall not vote.

4. NOTICE OF MEETINGS:

Notice of the time, place and purpose of any regular meeting of the Board shall be served upon each Director not less than one week before such meeting. Notice of the time, place and purpose of special meetings of the Board shall be served on each Director, no less than three (3) working days before such meeting. All notices required hereunder shall be served in accordance with Section 1 of Article V of these Bylaws and may be waived in accordance with Section 2 of Article V of these Bylaws.

5. PUBLIC NOTICE OF MEETINGS:

All meetings of the Board at which its business will be conducted shall be held at a time and in a place accessible to the public. Public notice shall be given prior to all meetings of the Board. Such public notice shall be given in a manner consistent with New York State’s Open Meetings Law.

6. VOTE:

- A) Each Director shall have the unassignable right to vote on matters coming before the Board at regular and/or specially scheduled meetings of the Board. Voting by an alternate, designee or proxy is not permitted.
- B) At no time shall a Director exercise more than one vote on any matter.

- C) Voting shall be done as called by the Chairperson, including a roll call vote if deemed appropriate. The vote shall be counted, and abstentions duly noted. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or these Bylaws.

7. CONFLICTS OF INTEREST:

The Directors shall avoid conflicts of interest by observing the following requirements:

- A) Pursuant to Section 107 of the WIOA and the Conflict of Interest provisions of the New York State Nonprofit Revitalization Act, no Director may be involved in discussions or vote on a matter under consideration by the Board:
  - 1) Regarding the provision of services by such Director (or by an entity that such Director represents); or
  - 2) That would provide direct financial benefit to such Director or the immediate family of such Director;
  - 3) Also, no Director shall engage in any other activity determined by the Governor to constitute a Conflict of Interest as specified in the State Plan, as such term is defined under the WIOA.
- B) At least annually, each Director shall provide written disclosure of all relationships that create, or appear to create, a Conflict of Interest as defined by the CNY Works Conflict of Interest Policy.
- C) CNY Works shall not enter into a transaction with a "Related Party", as that term is defined in the CNY Works Conflict of Interest Policy, until all of the requirements set forth in the CNY Works Conflict of Interest Policy for approving a transaction with a Related Party have been satisfied.

**ARTICLE V – NOTICES**

1. NOTICE:

Whenever, under the provisions of applicable statute or of these Bylaws, notice is required to be given to any Member or Director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail or email, addressed to such Member or Director, at his or her address or email address as it appears on the records of CNY Works, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail or when sent electronically.

2. WAIVER OF NOTICE:

Whenever any notice of a meeting is required to be given under the provisions of applicable statute or these Bylaws, a waiver thereof submitted in writing or electronically by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. If written, the waiver must be executed by signing such waiver or causing such person or persons' signature to be affixed to such waiver by any reasonable means including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by such person or persons. The attendance of any person at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him/her.

**ARTICLE VI – OFFICERS/BOARD EMPLOYEES**

1. OFFICERS:

The officers of CNY Works shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer, elected from among the then current Directors. Any two or more offices may be held by the same person, except the same person may not hold the offices of Chairperson and Secretary. These officers shall have the following duties:

- A) Chairperson:  
The Chairperson shall be elected from among the private sector Directors in accordance with the WIOA. The Chairperson shall preside at meetings of the Board and Executive/Finance Committee. S/he shall appoint the Chairpersons and members of all committees and be an ex-officio member of all other committees. S/he is the designated spokesperson for the Board. The Chairperson shall be the official representative of CNY Works

and shall review annually the performance of the Executive Director after consultation with the Executive/Finance Committee.

- B) **Vice Chairperson:**  
In the absence of the Chairperson, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice Chairperson shall exercise all the powers and perform all the duties of the Chairperson. The Vice Chairperson shall have such additional powers and perform such other duties as may be assigned to him/her from time to time by the Chairperson. In the event a Vice Chairperson permanently replaces the Chairperson that Vice Chairperson must be from the private sector. It is expected that the Vice Chairperson will ascend to Chairperson upon the resignation of the Chairperson for the balance of the term for such office.
- C) **Secretary:**  
The Secretary shall be responsible for ensuring the preparation, maintenance, and safekeeping of the records of all meetings of CNY Works, the Board and the Executive/Finance Committee, and shall also be responsible for disseminating minutes and providing notices of meetings to the Members and all Directors. To the extent requested by the Secretary, the Board Employees of the CNY Works shall assist the Secretary in the performance of these duties.
- D) **Treasurer:**  
The Treasurer shall have oversight of the controls, receipt and custody of all assets of CNY Works, shall report the receipt, use and disbursements of all assets to the Board, and shall exercise the powers and perform such duties usually incidental to the office of Treasurer, and shall exercise such powers and perform such other duties as may be assigned by the Chairperson or Executive/Finance Committee.

2. **TERM OF OFFICE:**

Each officer shall be elected by the Board to a two (2) year term. There shall be no limit on the number of terms an individual can serve in one office. In the event an officer shall resign his/her office, then the Chairperson shall recommend to the Board another Director to be elected to fill such vacancy until the end of the original term.

3. **BOARD EMPLOYEES:**

- A) CNY Works may select and employ such full or part-time employees (Board Employees) as may be deemed necessary and appropriate to assist the Board in fulfilling its functions. Such employees shall have such duties, powers and responsibilities as may be designated by the Board. The Board Employees may, but need not, include the following: Executive Director, one or more Administrative Assistants, Chief Financial Officer and/or Accounting Specialists, Business and/or Workforce Development Specialists and such other and further Board Employees as may be authorized by the Executive/Finance Committee.
- B) The terms of employment, job duties and responsibilities of the Executive Director shall be determined in writing by the Executive/Finance Committee. The terms of employment, compensation and job duties and responsibilities of the remaining Board Employees shall be determined by the Executive Director. Compensation shall be consistent with the Board budget approved and adopted by CNY Works unless otherwise approved by the Executive/Finance Committee.
- C) All Board Employees shall report directly, or indirectly, to the Executive Director who shall report to the Executive/Finance Committee.
- D) In accordance with the Federal Hatch Act, no full or part-time employees may hold any elected executive office.

**ARTICLE VII - COMMITTEES**

1. **COMMITTEES OF THE BOARD:**

Committees of the Board will consist of three or more Directors and will be appointed by a majority of the Entire Board. The Committees of the Board shall have such authority as may be expressly delegated in these Bylaws or in a resolution adopted by the Board. Committees of the Board will meet regularly in an accessible location at a time and place designated by each Committee Chairperson, and public notice of such meetings must be provided in accordance with Article IV Section 5. Chairpersons of Committees of the Board, excluding the Executive/Finance Committee, may be

from the private or public sector. In appointing Directors to Committees of the Board, there shall be due regard for proportionate representation from private sector Directors.

The Committees of the Board shall be known as:

A) Executive/Finance Committee:

- 1) Shall consist of the officers of CNY Works set forth in Article VI above, Committee Chairs, with at least one representative appointed by each CEO.
- 2) Shall meet on a frequent and regular basis to ensure coordination and continuity of the business of the Board.
- 3) Recommends overall direction in collaboration with Board committees and individual Directors, identifies major legislative/policy issues and develops Board positions, and provides ultimate program oversight.
- 4) Oversees fulfillment of Board functions as defined by WIOA Section 107(d)
- 5) Oversees performance standards of providers and One Stop Operator(s), as such term is defined under the WIOA, to assure compliance.
- 6) Reviews performance of the Executive Director.
- 7) Ensures recommended system improvements relative to service providers and system partners are addressed.
- 8) Oversees preparation of the Local Plan and recommends to the Board for approval.
- 9) Oversees financial matters, budgeting, contractual issues, including the establishment of investment, human resources, and fiscal policies.

B) Governance Committee:

The purpose of the Governance Committee shall be to ensure adherence to Board composition requirements and ensure Partner and One-Stop Operator agreements, as such terms are defined under the WIOA, comply with applicable requirements. The responsibilities of the Governance Committee are to:

- 1) Work with the CEO's to ensure compliance with required composition as defined by WIOA,
- 2) Recruit new Board and Committee members, recommend nominations to appropriate nominating organization for submission to CEO's,
- 3) Ensure diversity is considered prior to all recommendations for appointment or Directors or committee members,
- 4) Review Director attendance at meetings of the Board annually and report to CEOs,
- 5) Annually review these Bylaws and recommend appropriate changes,
- 6) Review Partner Agreements and/or Memorandums of Understanding (MOUs) and recommend for Board approval,
- 7) Procure One-Stop Operator as required by Federal or State regulations and recommend that One-Stop Operator to the Board for approval,
- 8) Develop performance criteria for the One-Stop System, and
- 9) Report to the Board periodically on progress of the Committee's work.

C) Audit & Risk Management Committee:

The Audit & Risk Management Committee will oversee the internal control environment and continually assess and recommend improvements. The Audit & Risk Management Committee shall have at least three members, all of which must be "Independent Directors" as that term is defined in the CNY Works Conflict of Interest Policy. The responsibilities of the Audit & Risk Management Committee are to:

- 1) Select an independent audit firm and oversee the annual audit.
- 2) Review the scope and planning of the audit with the independent auditor prior to audit's commencement.
- 3) Upon completion of the audit, review and discuss with the auditor:
  - a. any material risks or weaknesses in internal controls identified by the auditor;
  - b. any restrictions on the scope of the auditor's activities or access to information;
  - c. significant disagreements between the auditor and CNY Works' management; and
  - d. the adequacy of CNY Works' accounting and financial reporting processes.
- 4) Annually consider the performance and independence of the independent auditor.
- 5) Report to the Board and act on audit findings



- 6) Ensure implementation of internal control recommendations as deemed necessary.
- 7) Ensure compliance with requirements of the New York State Revitalization Act of 2013 (as amended).
- 8) Ensure Conflict of Interest, Whistleblower, Personally Identifiable Information (PII), and other policies which ensure stakeholder security are in place.
- 9) Oversee IT administration and assess adequacy of system controls, a Disaster Recovery Plan and a Business Continuity Plan

## 2. COMMITTEES OF THE CORPORATION

Committees of the Corporation will consist of three (3) or more Directors and must include non-Directors. Committees of the Corporation shall be advisory only, shall have no authority to bind the Board, and their members will be appointed by a majority of the Board. Committees of the Corporation will meet regularly in an accessible location at a time and place designated by each Committee Chairperson. Chairpersons of Committees of the Corporation may be from the private or public sector. In appointing members to Committees of the Corporation, there shall be due regard for proportionate representation from private sector Directors and must include non-Directors who have expertise to advise on issues that support the Boards' ability to attain the goals of the State, local and regional plans.

The Committees of the Corporation shall be known as:

### A) Program Committee:

The purpose of the Program Committee is to increase accountability by assuring that education and workforce development activities in the region are effective and relevant to current and future needs of employers and to assure that all targeted populations are being served. The responsibilities of the Program Committee are to:

- 1) Oversee the portions of the Local Plan, adopted pursuant to the WIOA, and Board goals.
- 2) Assure all target populations, including but not limited to, veterans, individuals with disabilities, disadvantaged adults, dislocated workers and youth are getting the services they need from the One-Stop Center.
- 3) Develop and oversee all Requests for Proposals (RFPs) needed to solicit, review and recommend service providers needed to provide services for individuals seeking workforce development services through the One-Stop Career Center.
- 4) Report to the Board periodically on progress of the Committee's work.
- 5) Certify Training Providers
- 6) Review performance measures and customer service indicators to assure expectations are being met

### B) Development Committee:

The purpose of the Development Committee will be to implement a marketing strategy that will expand community-wide awareness and support of workforce development issues, policies and initiatives. The goal of the Development Committee is to develop and maintain a high quality organizational image through communication with stakeholders and the broader community, with the ultimate goal of expanding funding sources. Responsibilities of the Development Committee are to:

- 1) Oversee and recommend the application for and/or development of additional funding sources.
- 2) Oversee and recommend a marketing strategy designed to engage the community in a common vision for economic prosperity.
- 3) Develop/oversee a Board website design and content for greatest stakeholder impact.
- 4) Report to the Board periodically on progress of the Committee's work.

### C) AD Hoc Committees:

The purpose of Ad Hoc Committees is to address specific issue-driven goals. The responsibilities of ad hoc committees are to:

- 1) Develop work plans to achieve Board assigned goals and measures.
- 2) Report to the Board periodically on progress of the Committee's work.

## **ARTICLE VIII - INDEMNIFICATION**

### **1. INDEMNITY:**

Any person who was, is, or is threatened to be made a party to any action or proceeding (including an action by or in the right of CNY Works or any other corporation, company, partnership, joint venture, trust, employee benefit plan or other enterprise which any Director or officer of CNY Works served in any capacity at the request of CNY Works), by reason of the fact that he or she, or his or her testator or intestate, is or was a Director or officer of CNY Works, or served such other corporation, company, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of CNY Works, shall be indemnified by CNY Works against all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred in connection with the defense or appeal of any such action or proceeding, and against any other amounts, expenses and fees similarly incurred; provided that no indemnification shall be made to or on behalf of any Director or officer where indemnification is prohibited by applicable law. The right of indemnification shall include the right of a Director or officer to receive payment from CNY Works for expenses incurred in defending or appealing any such action or proceeding in advance of its final disposition; provided that the payment of expenses in advance of the final disposition of an action or proceeding shall be made only upon delivery to CNY Works of an undertaking by or on behalf of the Director or officer to repay all amounts so advanced if it should be determined ultimately that the Director or officer is not entitled to be indemnified. The preceding right of indemnification shall be a contract right enforceable by the Director or officer with respect to any claim, cause of action, action or proceeding accruing or arising while these Bylaws shall be in effect.

### **2. AUTHORIZATION:**

Any indemnification provided for by Section 1 of this Article VIII shall be authorized in any manner provided by applicable law or, in the absence of such law, in the following manner:

- A) By the Board acting by a quorum of Directors who are not parties to such action or proceeding, upon a finding that there has been no judgment or other final adjudication adverse to the Director or officer which establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or if a quorum under this clause is not obtainable,
- B) By the Board upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because there has been no such judgment or other final adjudication adverse to the Director or officer.

### **3. CORPORATION FAILURE TO PAY:**

If a claim of indemnification is not paid in full by CNY Works within ninety (90) days after a written claim has been received by CNY Works, the claimant may at any time thereafter bring suit against CNY Works to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to recover the expenses of prosecuting such claim.

### **4. NON-EXCLUSIVITY:**

The rights conferred on any person under this Article shall not be exclusive of any other right which may exist under any statute, these Bylaws, agreement, or otherwise.

### **5. INSURANCE:**

Subject to the laws of the State of New York, CNY Works may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of CNY Works against any expense, liability or loss of the general nature contemplated by this Article VIII, whether or not CNY Works would have the power to indemnify such person against such expense, liability or loss under the laws of the State of New York.

### **6. SEVERABILITY:**

It is the intent of CNY Works to indemnify its officers and Directors to the fullest extent authorized by the laws of the State of New York as they now exist or may hereafter be amended. If any portion of this Article shall for any reason

be held invalid or unenforceable by judicial decision or legislative amendment, the valid and enforceable provisions of this Article shall continue to be given effect and shall be construed so as to provide the broadest indemnification permitted by law.

**ARTICLE IX - MODIFICATION AND AMENDMENTS**

Modification/amendments of these Bylaws shall be by two-thirds (2/3) vote of the Entire Board at any Board meeting provided notice of the proposed modification/amendments has been given to Directors at least ten (10) days before the meeting.

**ARTICLE X - DISTRIBUTION**

A copy of the most recently adopted Bylaws and amendments thereto shall be distributed to all Directors. New Directors shall receive these Bylaws within one week of their appointment.

**ARTICLE XI -- MISCELLANEOUS PROVISIONS**

1. The fiscal year of the CNY Works shall be July 1 through June 30.
2. The official books and records of CNY Works shall be maintained at 960 James Street, Syracuse, NY 13203