

BY-LAWS OF THE
COMMUNITY FOUNDATION OF
TOMPKINS COUNTY, INC.

ARTICLE I

- A. Name: The name of the corporation is Community Foundation of Tompkins County, Inc., hereinafter referred to as Athe Corporation.
- B. Members: The Corporation shall have no members.
- C. Purposes: The Corporation encourages and develops local, sustainable philanthropy for a broad range of community efforts in Tompkins County by:
1. Encouraging the growth of a permanent charitable endowment to meet the community's changing needs.
 2. Carrying out a strategic grant making program that is flexible, innovative and inclusive.
 3. Serving as a catalyst, convener and facilitator, stimulating and promoting collaborations among various organizations to accomplish common objectives.
 4. Proving donors and their diverse philanthropic interests with vehicles to make giving easy, personally satisfying and effective.
 5. Otherwise engaging in lawful activities consistent with the Corporation's Articles of Incorporation.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Powers and Number. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of Directors constituting the entire Board after the first annual meeting of the Board of Directors shall be set by resolution of the Board and shall be no more than twenty-seven (27), but in no event shall the entire Board consist of less than three (3) Directors. Each Director shall be at least eighteen (18) years of age.

Section 2. Election and Term of Office. The Directors shall hold office for a period of three (3) years; however, any Director elected to fill an unexpired term (whether resulting from death, resignation, or removal or created by an increased in the number of Directors) shall hold office until the next election of Directors. Meetings to elect Directors shall be held in the month of November or December.

Directors may be elected to up two (2) consecutive full terms. After completion of two (2) terms of service, a Director cannot be re-elected to the Board for a period of at least one (1) year. No amendment decreasing the number of Directors shall shorten the term of any incumbent Director.

Section 3. Removal. Any Director may be removed at any time with cause by a majority vote of the entire Board at any meeting of the Board, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.

Section 4. Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its Chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office regardless of their number, and the Directors so elected shall serve until the next election of Directors.

Section 6. Meetings. Meetings of the Board may be held at any place as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board shall be held within six (6) months of the end of the fiscal year at a time and place fixed by the Board. Regular meetings of the Board shall be held no less than three (3) times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, the Chairperson of the Board, or the Chief Executive Officer, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with an agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken shall be emailed to each Director (or such documents posted on the Corporation's website). Notice of regular meetings shall be given at least five (5) days before the day on which the meeting is to be held. Notice of special meetings may be sent by electronic mail, given personally, or by telephone not less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto, or at its commencement, the lack of notice to the Director. No notice need be given of any adjourned meeting.

Section 8. Quorum and Voting. Unless greater proportion is required by law, a majority of the entire Board in office shall constitute a quorum for the transaction of business or of any specific item of business. Except as otherwise provided by statute or by these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. In the absence of a quorum, the Executive Committee is empowered to act for the Board if action is required prior to the next regularly scheduled Board meeting. In addition, the Executive Committee may act for the Board if action must be taken prior to the next regularly scheduled Board meeting, in which case, the Board shall be informed of such action at the next regularly scheduled Board meeting.

Section 9. Action by the Board. Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Compensation. Any Director of the Corporation is authorized to receive reasonable compensation for professional services rendered to the Corporation when authorized by two-thirds (2/3) of the Board of Directors and only when so authorized. No salary will be paid to Directors for serving as Directors on the Board.

Section 11. Leaves of Absence. A Director may be permitted one (1) leave of absence per term for a period not to exceed twelve (12) consecutive months. A request for such a leave shall be submitted in writing to the Chairperson of the Board. If the Director does not resume Board participation after expiration of the leave, he or she shall be deemed to have resigned. Any leave of absence shall not extend a Director's term.

Section 12. Variance Power. Without limiting the generality of the foregoing, the Board shall have the power, to the fullest extent permitted by law, to modify any restriction or condition on the distribution of funds for any specified organization if, in the in the sole judgment of the Board, such condition or restriction becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served. If so required, the Board shall obtain any state or judicial approval to such modification.

ARTICLE III
OFFICERS, EMPLOYEES AND AGENTS

Section 1. Officers. The Officers of the Corporation shall be a Chairperson, a Secretary, a Treasurer, and such other Officers, including one or more Vice Chairpersons, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of Chairperson and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election, Term of Office and Removal. The Officers of the Corporation shall be elected at an official meeting of the Board of Directors. All Officers shall be elected for a term of one (1) year. The Chairperson and Vice Chairperson may be elected to a total of two (2) one-year terms, and the Secretary and Treasurer may be elected to a total of three (3) one-year terms during a continuous period of service as a Director. Each officer will serve immediately following the election and each shall continue to serve until a successor shall have been elected and qualified, or until incumbent's death, resignation or removal.

Section 3. Other Agents and Employees. The Board of Directors shall appoint the Chief Executive Officer, who shall report to the Board of Directors and who shall serve at the pleasure of the Board of Directors and shall have such authority, perform such duties, as a majority of the Board of Directors may from time to time determine. The Board of Directors may from time to time appoint such agents and consultants as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties, as a majority of the Board of Directors may from time to time determine. No such agent or consultant need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Except as Community Foundation and CEO may otherwise agree any Officer, Chief Executive Officer, consultant or agent of the Corporation may be removed with ~~or without~~ cause by a vote of the majority of the entire Board of Directors, subject to the terms of his/her contract.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6. Chairperson: Powers and Duties. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall have general supervision over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. The Chairperson shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The Chairperson shall perform all the duties incident to the office of the Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors. No employee of the Corporation may serve as Chair of the Board, or in any comparable position.

Section 7. Vice Chairperson: Powers and Duties. A Vice-Chairperson shall have such powers and duties as may be assigned to him/her by the Board of Directors. In the absence of the Chairperson,

the Vice Chairperson(s), in the order designed by the Board of Directors, shall perform the duties of the Chairperson.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall be responsible for the giving and serving of all notices of the Corporation, and shall perform all the duties customarily incident to the office of Secretary-

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. At the annual meeting and whenever else required by the Board of Directors, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer, and shall when required, give such security for the faithful performance of the Treasurer's duties as the Board of Directors may determine.

Section 10. Compensation. Any Officer of the Corporation is authorized to receive reasonable compensation for professional services rendered to the Corporation when authorized by two-thirds (2/3) of the Board of Directors, and only when so authorized. No salary will be paid to an Officer for serving as an Office on the Board.

ARTICLE IV COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an Executive and other Committees. The Chairperson of the Board of Directors shall appoint the Chairperson of each committee. Each committee so appointed shall consist of three (3) or more Directors. Regular meetings of such committees shall be held at any place and time as the committees may fix. There shall be the following Committee of the Board:

Executive Committee

The Board shall have an Executive Committee which shall consist of the officers, the chairs of the standing committees, and such other members as the Board shall determine. Primary responsibility is to coordinate and prioritize the work of all committees, draft and review human resource policies, consider compensation and benefit offerings and to oversee the evaluation and hiring of the Chief Executive Officer.

The Executive Committee shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the By-Laws or the adoption of new By-Laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or subject to repeal;
4. the fixing of compensation of the Directors for serving on the Board or any committee.

The Executive Committee shall give at least forty-eight (48) hours-notice to all Board members of any meeting at which it anticipates taking action in lieu of the Board, unless the meeting must be held within forty-eight (48) hours. Any decision made by the Executive Committee shall be reported to the full Board within seventy-two (72) hours of such meeting.

Section 2. Special Committees and Committees of the Corporation. Special Committees and Committees of the Corporation, whose members need not be members of the Board, may be appointed by the Chairperson of the Committee with the consent of the Board and shall have only the powers specifically delegated to them by the Board. Special Committees and Committees of the Corporation shall not have the authority to bind the Corporation. Regular meetings of such committees shall be held at any place and time as the committees may fix. There shall be the following Committees of the Corporation.

Community Impact Committee

Oversees and assists with execution and implementation of all grant activities of the Foundation. Provides primary leadership in policies, guidelines, application and selection procedures, evaluation following awards, any convening and catalyzing efforts enhancing the grants activities of the Foundation, and is an ongoing resource to the Foundation learning about community needs and issues.

Development and Community Relations Committee

Oversees and coordinates all strategic communication needs of the Foundation including an annual PR/Marketing Strategic Plan, oversees all media, publications and Web-related communications, including the Annual Report. Provides primary leadership in any special outreach or community activities focused on the Foundation's image, new or targeted audiences, and any thematic messages promoting the Foundation. Also oversees and coordinates all fundraising activities of the Foundation; equips and supports the entire Board membership to successfully achieve fund raising goals; creates and implements the strategic fundraising plan, which includes grants, planned giving options, donor stewardship, donor services, special donor related events and new donor identification/recruitment.

Philanthropic Services Committee

Advise and assist with activities to serve current donors, donor advisors, professional advisors, and prospective donors' needs for philanthropy education and strategic philanthropic advising. Assist with recognition, stewardship and appreciation activities as well as events for these groups.

Financial Administration and Audit Committees

Creates and applies policies and procedures related to all funds and fiscal responsibilities of the Board; oversees all budgets and expenditures; analyzes financial reports; manages all relationships with financial institutions connected to the Foundation.

The Financial Administration Committee shall be responsible for the following tasks:

1. Overseeing the Corporation's accounting and financial reporting processes;
2. Overseeing an audit of the Corporation's financial statements;
3. Annually retaining or renewing the services of an independent auditor, and discussing audit results with the independent auditor;
4. Prior to the audit, reviewing the scope and planning of the audit with the auditor;
5. Following the audit, reviewing with the auditor any material risks or weaknesses identified, any restrictions on the scope of the auditor's activities, any significant disagreements between the auditor and management, and the adequacy of the Corporation's accounting and financial processes;
6. Annually considering the auditor's performance and independence.
7. Overseeing the investment of the corporation's assets in accordance with the corporation's investment policy as it may exist from time to time.

Nominating and Governance Committee

Coordinates all Board and volunteer recruitment to assure that the Board and committee membership is diverse and broadly representative of the community and is responsible for training and service; oversees annual elections of officers and any leadership appointments; coordinates annual or periodic Board retreats; reviews conflict of interest, confidentiality, Board governance and other compliance issues for Board service; coordinates new Board member orientation.

ARTICLE V

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized in the endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 3. Loans to Board and Officers. The Corporation shall not make loans to Directors and Officers of the Corporation.

ARTICLE VI OFFICE AND BOOKS

Section 1. Office. The Office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws and all amendments thereto, and all minutes of meetings of the Board of Directors.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE VIII INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided by sections 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that the Director, the Director's testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE IX AMENDMENTS

These By-Laws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the entire Board at any meeting of the Board of Directors, upon prior notice of intent to amend or repeal.

ARTICLE X
CONFLICTS OF INTEREST

The Board of Directors shall adopt a Conflict of Interest Policy that complies with the requirements of the New York Not-for-Profit Corporation Law as it may be in effect from time to time. Prior to the initial election, and annually thereafter, each Director shall complete, sign and submit to the Secretary of the Board any written statement required by such policy. The Board of Directors may adopt such additional conflict of interest policies as it deems appropriate that are not inconsistent with applicable law.

ARTICLE XI
NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for any reasons including, but not limited to, race, age, ethnicity, national origin, gender, gender expression, sexual orientation, disability or religion. Fulfillment of this Article is fundamental to the success of the Corporation's practice of principled leadership and commitment to diversity and inclusion.

