

## **BYLAWS**

### **CAPITAL DISTRICT YOUTH CENTER, INC.**

#### **A New York Not-for-Profit Corporation**

**As Amended December 20, 2017**

### **PREAMBLE**

The Capital District Youth Center, Inc. (the "Corporation") was created as a non-profit corporation formed under Section 402 of the New York State Not-for-Profit Corporation Law on December 20, 1994 by the filing of a certificate of incorporation with the New York Secretary of State. The Corporation being a non-profit corporation created by the County of Albany pursuant to and in accordance with an Albany County resolution dated September 9, 1996, which provided final approval for, among other things, (i) the creation of the Corporation as a charitable non-profit corporation to act on behalf of Albany County for purposes of acquiring, constructing and installing the secure detention facility for juveniles and (ii) the ratification and approval of the certificate of incorporation of the Corporation, its organization and its activities, is also a Local Authority as such term is defined in subdivision 2 of Section 2 of the Public Authorities Law.

### **ARTICLE I. MEMBERS**

Section 1. Management of Corporate Affairs. All powers of the Board of Directors in the management of the affairs of the Corporation shall be exercised by the Members. Each Member of the Corporation shall also be a Director and no person shall be a Director unless also a Member.

Section 2. Members. The membership of the Corporation shall consist of nine Members who shall be divided into two classes as follows:

(a) Four Members shall be designated "County Representatives" and shall serve for two-year terms. One County Representative shall be appointed by each of Albany County, Rensselaer County, Saratoga County and Schenectady County (collectively the "Counties"). Appointments by

Albany County shall be made by the Chief Executive of such county. Appointments by Rensselaer County shall be made by the County Executive of such county subject to confirmation by the County Legislature of such county. Appointments by Saratoga County shall be made by the Chairman of the Board of Supervisors. Appointments by Schenectady County shall be made by the Chair of the County Legislature.

(b) Five Members shall be designated "Commission Representatives" and shall serve for three-year terms. Each Commission Representative shall be a member of the Capital District Regional Planning Commission (the "Planning Commission"). All Commission Representatives shall be appointed by the Planning Commission; provided that two Commission Representatives shall be residents of the County in which the property owned by the Corporation is located and one Commission Representative shall be a resident of each of the other Counties.

Section 3. Vacancies. Any vacancy among the County Representatives resulting from the death, resignation, expulsion, expiration of term or other termination of a Member shall be filled by appointment by the County that appointed the terminated Member. Any vacancy among the Commission Representatives resulting from the death, resignation, expulsion, expiration of term or other termination of a Member shall be filled by appointment by the Planning Commission.

Section 4. Evidence of Membership. Membership in the Corporation shall be evidenced by a written instrument signed by an appropriate officer of Albany County, Rensselaer County, Saratoga County, Schenectady County or the Planning Commission, as the case may be.

## **ARTICLE II. MEETINGS OF MEMBERS**

Section 1. Regular Meetings. Regular meetings of the Members, for the transaction of such business as set forth in the notice of the meeting, shall be held each year at such time and place as shall be determined by the Members and as the notice of the meetings shall specify.

Section 2. Annual Meeting. The annual meeting of the Corporation shall be held each year at such time and at such place within or without the State of New York as the President or Vice President shall determine and as the notice of the meeting shall specify.

Section 3. Special Meetings. Special meetings of the Members may be called by the President or Vice President, and shall be called by the President or Vice President at the request in writing of at least four of the voting Members of the Corporation. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Members shall be held at such time and at such place within or without the State of New York as the person calling the meeting shall determine and as the notice of the meeting shall specify.

Section 4. Notice of Meetings. Written notice of each meeting of the Members shall be given, personally, by mail, or by facsimile telecommunications or by electronic mail, not less than 10 or more than 30 days before the date of the meeting, to each Member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members. If sent by facsimile telecommunications or mailed electronically, such notice shall be directed to the Member's fax number or electronic mail address as it appears on the record of Member's. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

Section 5. Waiver of Notice. Notice of a meeting of the Members need not be given to any Member who submits a waiver of notice whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member. 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 be reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting without protesting prior to the conclusion of the meeting, the lack of notice of the meeting, shall constitute a waiver of notice by such Member.

Section 6. Quorum. At each meeting of Members for the transaction of any business, a

quorum for the transaction of business shall consist of a majority of the total number of Members. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. A Member must attend the meeting in person or via video conference in order to count for quorum purposes.

Section 7. Procedure. The order of business and all other matters of procedure at every meeting of Members may be determined by the presiding officer. A record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon of the Members shall be duly entered in the minutes. All meetings of the Members are subject to the Open Meetings Law contained in Article 7 of the New York Public Officers Law (“POL”) and shall be open to the general public except when such meetings are voted into executive session by a majority of all Members pursuant to and in accordance with POL §105.

Section 8. Voting. Each Member in good standing shall be entitled at every meeting of Members to one vote on all matters appropriate for consideration by the Corporation's Membership. All corporate action to be taken by vote of the Members shall be authorized by an affirmative vote of a majority of the total number of Members. The vote upon any question before a meeting of Members shall not be by ballot unless the person presiding at such meeting shall so direct or any Member shall so demand. A Member must attend the meeting in person or via video conference in order to count for voting purposes.

Section 9. Reports. At each annual meeting of the Corporation, the Board of Directors shall present a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (a) The assets and liabilities, including the funds, of the Corporation as of the end of twelve month fiscal period of the corporation terminating not more than six months prior to said meeting.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the said fiscal period.
- (e) The number of Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Members may be found;

Such report shall be filed with the records of the Corporation and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

### **ARTICLE III. BOARD OF DIRECTORS**

Section 1. Number and Qualifications. The Board of Directors shall consist of nine Directors, each of whom shall be a Member of the Corporation. Each Member of the Corporation shall, immediately upon his or her appointment as a Member, be deemed to have been elected a Director of the Corporation without further action by the Members. All of the Directors shall be at least eighteen (18) years of age.

Section 2. Election and Term of Office. Except as otherwise provided by law or these by-laws, each Director of the Corporation shall serve as Director for so long as such Director is a Member of the Corporation.

Section 3. Honorary Directors. The Board of Directors may elect honorary Directors for such periods and in such numbers as the Board may determine. Honorary Directors shall be given notice of all Board meetings but shall not be required to attend, shall not be counted for the purpose of a quorum, and shall not vote or have any liability with respect to any action taken by the Board of Directors.

Section 4. Resignation. Any Director of the Corporation may resign at anytime by giving

his or her resignation to the President, the Vice President or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal Any Director may be removed with or without cause by the affirmative vote of a majority of the Board of Directors at any meeting of the Board, notice of which shall have referred to the proposed action, with the consent of the entity that appointed such Member.

Section 6. Compensation. No Director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

Section 7. Special Advisors. From time to time, the Board of Directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the Corporation to assist the Corporation in its operations. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the Corporation, nor any liability with respect thereto.

#### **ARTICLE IV. MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. Regular meetings of the Board of Directors, for the transaction of such business as set forth in the notice of the meeting, shall be held each year at such time and place as shall be determined by the Directors and as the notice of the meetings shall specify.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at anytime by the President, or in his or her absence or disability, the vice President, and must be called by such officer on written request by at least four Directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and as the notice of the meeting shall specify.

Section 2. Notice of Meetings. Notice of each meeting of the Board of Directors stating the time and place thereof shall be given by the President, the Vice President or the Secretary to each member of the Board not less than ten (10) or more than thirty (30) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice to each member of the Board personally, by telephone, facsimile telecommunications or by electronic mail. If sent by facsimile telecommunications or mailed electronically, such notice shall be directed to the Director's fax number or electronic mail address as it appears on the record of Directors.

Section 3. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to any Director who submits a waiver of notice whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Director. 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 be reasonably be determined that the transmission was authorized by the Director. The attendance of any Director at a meeting without protesting prior to the conclusion of the meeting, the lack of notice of the meeting, shall constitute a waiver of notice by such Director.

Section 4. Quorum and Action by the Board. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire Board, and the affirmative vote of a majority of the entire Board of Directors shall decide any question that may come before the meeting; provided, however, an action to acquire or dispose of real property that would constitute all, or substantially all, of the assets of the Corporation shall require approval by a two-thirds vote. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. A Director must attend the meeting in person or via video conference in order to count for quorum and voting purposes.

Section 5. Procedure. The order of business and all other matters of procedure at every

meeting of the Directors may be determined by the person presiding at the meeting. A record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon of the Board of Directors shall be duly entered in the minutes. All meetings of the Board of Directors are subject to the Open Meetings Law contained in Article 7 of the New York Public Officers Law (“POL”) and shall be open to the general public except when such meetings are voted into executive session by a majority of all Directors pursuant to and in accordance with POL §105.

## **ARTICLE V. COMMITTEES**

Section 1. Designation of Committees. The Directors, by resolution or resolutions, may designate from among the Directors an executive committee and other committees, each consisting of three or more Directors with one Director being designated as the committee chairman, and may designate one or more Directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee. The committee members shall serve at the pleasure of the Board of Directors and shall have the power and duties as provided for in the resolution or resolutions establishing such committee.

Section 2. Acts and Proceedings. The executive committee and each other committee shall keep regular minutes of its proceedings and report its actions to the Board of Directors members when required.

Section 3. Meetings of Committees. Committees of Directors shall meet at such times and places and the chairmen of the committees shall determine and as the notice of the meeting shall specify. Meetings of committees of Directors shall be governed by the provisions of Article IV of these by-laws, which governs meetings of the Board of Directors.

Section 4. Standing Committees.

a. Audit and Finance Committee. There shall be an Audit and Finance Committee consisting of at least three Directors, of which at least a majority of are Independent Directors, who shall be elected by a majority of the Board of Directors at each annual meeting of the



Corporation and shall serve until the next annual meeting. To the extent practicable, members of the Audit and Finance Committee should be familiar with corporate financial and accounting practices. The Audit and Finance Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the Public Authorities Accountability Act to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit. The Audit and Finance Committee shall have the responsibility to review proposals for the issuance of debt by the Corporation and its subsidiaries, if any, and make recommendations. The Audit and Finance Committee shall provide regular oversight of the financial operation and budgets of the Corporation, and make regular reports to the Board of Directors.

b. Governance Committee. There shall be a Governance Committee consisting of at least three members, of which at least a majority of are Independent Directors, who shall be elected by a majority of the Board of Directors at each annual meeting of the Corporation and shall serve until the next annual meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's corporate governance principles, and advise the Members on the skills and experience required of potential Directors.

## **ARTICLE VI. OFFICERS**

Section 1. Officers. The Members shall, at an annual meeting of the Corporation, appoint or elect a President, a Vice President, a Secretary and a Treasurer. There shall be one officer from each of Albany County, Rensselaer County, Saratoga County, and Schenectady County. At the conclusion of the term, each officer shall be rotated to the next county in alphabetical order. The Executive Director of the Planning Commission shall be, ex officio, the Chief Administrator of the Corporation. Each of the officers shall be a Director of the Corporation. The Directors may from time to time elect or appoint such additional officers as it may determine. Such additional officers shall have such authority and perform such duties as the Directors may from time to time prescribe.

Section 2. Term of Office. The President, the Vice President, the Secretary and the Treasurer shall, unless otherwise determined by the Directors, be elected for two-year terms and shall hold office

until the second subsequent annual meeting of the Corporation and until their successors have been elected or appointed and qualified. Each additional officer appointed or elected by the Directors shall hold office for such term as shall be determined from time to time by the Directors and until his or her successor has been elected or appointed and qualified. Each additional officer appointed or elected by the Directors shall hold office for such term as shall be determined from time to time by the Directors and until his or her successor has been elected or appointed and qualified. If the office of any officer becomes vacant for any reason, the board of Directors shall have the power to fill such vacancy in accordance with the rotation established in Section 1.

Section 3. Resignation. Any officer may resign at any time by notifying the Directors, the President or the Secretary of the Corporation in writing. Such resignation shall take effect at the time specified therein and unless otherwise specified in such resignation, the acceptance thereof shall not be necessary to make it effective.

Section 4. Duties of Officers May Be Delegated. In case of the absence or disability of an officer of the Corporation, or for any other reason that the Directors may deem sufficient, the Directors, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 5. The President. The President shall be the chief executive and administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Directors. The President shall preside at all meetings of the Directors. No employee of the Corporation shall serve as President unless the Board of Directors by a two-thirds vote and contemporaneously documents in writing the basis for the Board approval; provided, however, no such employee shall be considered an independent director.

Section 6. The Chief Administrator. The Chief Administrator shall supervise the day-to-day operations of the Corporation and shall attend meetings of the Directors and make

recommendations for action by the Directors.

Section 7. The Vice President. The Vice President shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Directors.

Section 8. The Secretary. The Secretary shall issue notices of all meetings of Directors and Members where notices of such meetings are required by law or these by-laws. The Secretary shall attend all meetings of the Members and Directors and keep the minutes thereof. The Secretary shall affix the Corporate seal to and sign such instruments as require the seal or the Secretary's signature and shall perform such other duties as usually pertain to the office or are properly required by the Directors or the Members.

Section 9. The Treasurer. The Treasurer shall have the same care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Directors.

Section 10. Compensation. No officer of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reimbursement of expenses necessarily incurred in effecting one or more of the Corporate purposes of the Corporation.

## ARTICLE VII

### INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS

Section 1. Right of Indemnification. Each Member, Director and Officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Member,

Director or Officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Member, Director or Officer only if such action or proceeding (or part thereof) was authorized by the Members or Directors.

Section 2. Advancement of Expenses. Expenses incurred by a Member, Director or Officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Member, Director or Officer to repay such advancement in case such Member, Director or Officer is ultimately found not to be entitled to indemnification as authorized by this Article VII and (b) approval by the Members or Directors acting by a quorum consisting of Members or Directors who are not parties to such action or proceeding. To the extent permitted by law, the Members or Directors shall not be required to find that the Member, Director or Officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VII (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Member, Director or Officer (or, if applicable, at the sole discretion of the testator or intestate of such Member, Director or Officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation

and the Member, Director or Officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any Member, Director or Officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Members or Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Member, Director or Officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability. If this Article VII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VII shall remain fully enforceable. Any payments made pursuant to this Article VII shall be made only out of funds legally available therefor.

## **ARTICLE VIII. CORPORATE FINANCE**

Section 1. Corporate Funds. The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the Directors.

Section 3. Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors and Officers.

Section 4. Gifts. The Directors, the executive committee or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5. Voting of Securities Held by the Corporation. Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Directors shall specify. In the absence of any direction by the Directors, such stocks or securities shall be voted by the President as he or she shall determine.

Section 6. Income from Corporation Activities. All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

#### **ARTICLE IX. CORPORATE SEAL**

Section 1. Form of Seal. The seal of the Corporation shall be in such form as may be determined from time to time by the Directors.

#### **ARTICLE X. AMENDMENTS**

Section 1. Procedure for Amending By-Laws. By-laws of the Corporation may be adopted, amended or repealed at any meeting of Directors, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the Directors of the Corporation.