

SAGE Upstate, Inc.

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Article	Subject	Page
I.	Name -----	2
II.	Purpose -----	2
III.	Organization -----	2
IV.	Offices & Activities -----	2
V.	Membership -----	3
VI.	Board of Directors -----	3
VII.	Officers -----	5
VIII.	Standing Committees -----	7
IX.	Special Committees -----	9
X.	Annual Membership Meeting -----	9
XI.	Special Membership Meetings -----	10
XII.	Proxy -----	10
XIII.	Liability Insurance -----	10
XIV.	Indemnification -----	10
XV.	Official Representation of the Organization -----	11
XVI.	Contracts, Checks, Deposits & Gifts -----	11
XVII.	Prohibition Against Sharing in Corporate Earnings ----	12
XVIII.	Exempt Activities -----	12
XIX.	Investments -----	12
XX.	Fiscal Year -----	13
XI.	Books & Records -----	13
XXII.	Waiver of Notice -----	13
XXIII.	Amendment of By-Laws -----	13
XXIV.	Employees -----	13

Article I: Name

The name of this Corporation shall be **SAGE Upstate, Inc. (SAGE Upstate)**

Article II: Mission and Vision

Section 1: Mission

SAGE Upstate is dedicated to improving health and reducing isolation for older lesbian, gay, bisexual, and transgender people in Central New York through wellness programs, social/support groups, and education for providers and others.

Section 2: Vision

We strive toward cultural and generational diversity by honoring the fullness of each individual's being and actively seek to remove all barriers to equitable and full participation.

SAGE is committed in word and action to offering an environment that is free of bias and which welcomes and affirms all people without regard to race, age, ethnicity, gender, gender expression, sexual orientation, economic status, religion or disability. We recognize the importance of learning from each other and growing together as a community by

- Providing programs of value to the people we serve
- Working to educate the public regarding the unique needs of our community
- Working with other LGBT serving organizations to promote overall acceptance for aging within the LGBT community

Article III: Organization

The corporation shall be a Type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law and is a membership corporation.

Article IV: Offices and Activities

Section 1: Offices: The office of **SAGE Upstate** is to be located in the City of Syracuse, County of Onondaga, State of New York, or in such other location within or without the State of New York as the Board of Directors shall determine. Additional offices may be established within or without the State of New York as the Board of Directors shall determine.

Section 2: Activities: The activities of **SAGE Upstate** are principally to be conducted in the Counties of Onondaga, Madison, Cortland, Oswego, Oneida, Cayuga, and Jefferson in the State of New York.

Article V: Membership

Section 1: Members:

A member is anyone of any age who participates in SAGE Upstate programs; no fees are required.

Article VI: Board of Directors

Section 1: Duties

- A. The property, affairs, and management of **SAGE/ Upstate** shall be vested in and controlled by the Board of Directors.
- B. The Board of Directors of **SAGE Upstate** shall lawfully do all and everything necessary, suitable and proper for the attainment of any of the purposes, the accomplishment of any of the objects or the furtherance of any of the powers herein set forth; and to have, enjoy and exercise any and all rights, powers, privileges and exemptions which are now or may hereafter be conferred upon corporations organized pursuant to the Not-for-Profit Corporation Law of the State of New York as it now exists or may be amended or supplemented.
- C. The Board shall establish the mission and vision of the organization and oversee the development of objectives, which are implemented by the staff.
- D. The Board shall take actions necessary for establishing and maintaining the financial stability of the organization. Through the treasurer and the chair of the Finance Committee, the Board shall oversee the administration of the organization's financial assets.
- E. All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board of Directors.
- F. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the corporation, such powers as they may see fit.
- G. The Board is empowered to elect Officers, set policy, approve budgetary matters, construct committees, and engage in any and all activities conducive to the operation of SAGE Upstate
- H. Each Board member must agree to serve on board committee(s) during their tenure on the Board
- I. As a condition of Board service, all Board members must agree to and sign the "Guidelines and General Responsibilities" document, the signed copies of which shall be kept along with other official records of the organization by the Recording Clerk.

Section 2: Number

- A. The Board of Directors shall consist of no fewer than ten and no more than twenty members.
- B. The immediate past Chair of the Board, if not currently serving on the board, shall be an ex-officio, non-voting member of the Board of Directors for at least one term.

Section 3: Nominations, Elections, Term and Cultural/Generational Diversity

- A. Candidates for the Board of Directors shall be nominated by the Board Development Committee on the basis of expressed interest, special skills, and commitment to the purposes of SAGE Upstate.
- B. Presentation of the slate prepared by the Board Development Committee shall be made to the membership by mail or email at no later than (30) days before the annual meeting of the board. If nominations are received that would result in more than twenty members on the board, then a vote by the membership as defined in Article 5 Section 1, is required.
- C. If a vote is required, members of the Board of Directors shall be elected at a special meeting of the membership by a majority of the members present, in person or by proxy. Proxy ballots, which shall be sent to members not later than thirty (30) days before the first Annual Meeting, shall designate the Recording Clerk or, in their absence, the Chair of the Board, to cast a vote for the candidates specified by the member signing the proxy. Those eligible to vote in elections shall be all participants and donors active since the prior year's first Annual Meeting. Voters will be directed to choose the number of candidates required such that the board would not exceed 20 members.
- D. The term of office for members of the Board of Directors shall be two years and shall be limited to two consecutive terms. After having been off the Board for one year, an individual may again be elected to the Board of Directors.
- E. In the spirit of equality and cooperation on which this organization is established, every effort should be made to ensure that the Board of Directors strives toward cultural and generational diversity.

Section 4: Resignation, Removal and Vacancies

- A. Any Director may resign at any time by giving written notice to the Chair or to the Recording Clerk of the Board of Directors.
- B. A Member of the Board of Directors or any Officer may be removed for cause by a two-thirds vote of the total members of the Board of Directors. Habitual absenteeism from Board meetings, fiduciary impropriety, disregard for organizational purposes and rules, and conflicts of interest shall be considered cause for removal.
- C. Any vacancy in the Board of Directors may be filled by a majority vote of the remaining Directors. Any Director so elected by the Board of Directors shall hold office for the duration of the vacated term.

Section 5: Quorum, Actions and Meetings of the Board of Directors

- A. A quorum shall be necessary and sufficient for the transaction of business of SAGE Upstate and may decide any questions that come before the meeting. A quorum at a SAGE Upstate

Board meeting will be comprised of the Chair (or Vice Chair or Chair's designee) plus half of the remaining board members.

Commented [RSP1]: this makes sense

- B. Except as otherwise provided in the by-laws, a vote of the 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. Except for the Chair, each Director present shall be entitled to one vote; in the event of a tie, the Chair shall cast the deciding vote.
- C. The Board of Directors shall meet at least ten times per year.
- D. Special meetings of the Board of Directors may be called by the Chair, or by the Chair at the request of any Board member, for the transaction of only such business as is stated in the call for the meeting.
- E. Any one or more of the members of the Board may participate in a Board meeting without physical presence by means of a conference telephone, electronic vote, or similar telecommunication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- F. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent is given in writing or through electronic communication.
- G. None of the Directors shall receive any salary, compensation, or expense reimbursement for their services as a Director, except that a Director may be reimbursed for actual expenses incurred on behalf of the organization, which expenses must be documented by the Director.

Article VII: Officers

Section 1: The Officers of **SAGE Upstate** shall be the Chair, Vice-Chair, Treasurer and Recording Clerk.

Section 2: The first meeting of the newly constituted Board will be the first full board meeting in May of each year. At this meeting Board Officers will be elected. The terms of office shall be one year.

Section 3: The duties and powers of the Officers shall be as follows:

- A. The **Chair** shall be the principal executive Officer of **SAGE Upstate** and shall in general supervise all of the business affairs of the corporation. They shall preside at all meetings of the Board of Directors. They shall be Chair of the Executive Committee. They may appoint committee chairs and Special committees and is a signatory on all **SAGE Upstate** accounts. The Chair is an *ex officio*, non-voting member of all committees. They may sign, with the Recording Clerk or any other proper Officer of **SAGE-Upstate** authorized by the Board of Directors, any deeds, mortgages, binds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other Officer or agent of **SAGE Upstate**; and in general they shall perform

all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

- B. The **Vice-Chair** shall assume the duties of the Chair in their absence and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to them by the Chair of the Board of Directors. They shall be Deputy Chair of the Executive Committee. They may preside at Board meetings in the absence of the Chair. They succeed the Chair if, during the term of the Chair's office, the Chair becomes incapacitated, resigns, or is removed from office by the Board of Directors.
- C. The **Treasurer** shall be custodian of the funds of **SAGE Upstate**. They shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to **SAGE Upstate** from any source whatsoever, and deposit all such moneys in the name of **SAGE Upstate** in such banks, trust companies or other depositories as shall be selected by the Board of Directors. They shall make payments as authorized by the Board of Directors. They shall keep, or cause to be kept, accurate records of all moneys received and expended by the corporation and shall present financial statements at regular meetings of the Board of Directors. They shall be responsible for prompt filing of all applicable government tax and information returns and reports, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the Chair or by the Board of Directors.
- D. The **Recording Clerk** shall keep the minutes of all meetings of the Board of Directors and of the Executive Committee as well as all Special Membership Meetings in one or more books provided for that purpose; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is duly affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provision of these bylaws. They shall record all votes of all meetings of the Board of Directors and Executive Committee and make proper record of same which shall be attested by them; and in general, perform all duties incident to the office of Recording Clerk and such other duties as from time to time may be assigned to them by the Chair or by the Board of Directors.

Section 4: No member shall hold more than one office at a time, and no member shall be eligible to serve more than three (3) consecutive years in any single office.

Section 5: An Officer may resign at any time by written notice to the Chair, or to the Recording Clerk of the Board of the Board of Directors.

Section 6: Any Officer may be removed from office by the affirmative vote of a majority of all Directors at any regular Board meeting or special meeting, as provided in these bylaws, for non-feasance, malfeasance, or misfeasance, or acting in a fashion that is not in keeping with the purposes and goals of **SAGE Upstate**. Any Officer proposed to be removed shall be entitled to at least five (5) days written notice of the meeting of the Board of Directors or of the special meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Section 7: Vacancies in any of the above enumerated offices shall be filled by a majority vote of the members present at a meeting of the Board of Directors. The Officer so elected shall hold office and serve for the unexpired term of their predecessor and until the election of and qualification of their successor.

Section 8: Continuing in the spirit of equal representation indicated in Article IV, Section 3-D, above, the office of Chair and the office of Vice-Chair should, whenever possible, strive for inclusivity and diversity.

Section 9: None of the Officers shall receive any salary, compensation, or expense reimbursement for their services as an Officer, except that an Officer may be reimbursed for actual expenses incurred on behalf of the organization, which expenses must be documented by the Officer and approved by the Board of Directors.

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Article VIII: Standing Committees

Section 1: Eligibility for, Appointment to, and Terms of Service for Standing Committees

- A. The Board of Directors shall annually appoint the members of standing committees.
- B. Any member of **SAGE Upstate** wishing to serve on a standing committee should inform the Chair or the Recording Clerk of the Board of Directors.
- C. Standing committees shall be appointed for one year.
- D. Throughout the year, the Board may appoint additional persons to serve on standing committees for the remainder of the year.
- E. Committee chairs of standing committees may appoint members to their own committees; however membership on the committees must be confirmed by the Board of Directors.

Section 2: The following standing committees shall be appointed annually:

- A. Executive
- B. Finance
- C. Board Development
- D. Fundraising

Section 3: Additional Standing Committees: Additional standing committees may be created by the Board of Directors as needed.

Section 4: Duties of Standing Committees

- A. Standing committees, in determining their specific activities, shall act only to carry out objectives/policies established by the Board.
- B. Generally, the standing committees are charged as follows:

- (i) Executive: The Executive Committee shall be comprised of the four Officers of the Board of Directors. A quorum of no less than three (3) of the Officers of the Board, including either the Chair or the Vice-Chair, shall be necessary for the transaction of Executive Committee business.

The Executive Committee is empowered to act in the day-to-day administration of **SAGE Upstate**, and shall meet as necessary to carry out objectives of the corporation on behalf of the Board of Directors between Board meetings and when a full Board meeting is not practical. The Executive Committee may approve extraordinary expenditures or modifications to the approved budget up to \$1,500, which must be reported to the Board no later than the next scheduled Board meeting. Extraordinary expenditures or modifications to the budget above \$1,500 requires approval of the Board.

- (ii) Finance: The committee shall be comprised of at least three Board members, one of whom shall be the Treasurer. This committee plans the annual budget (income and expenditures for the organization), allocating resources to effectively and efficiently carry out the mission of **SAGE Upstate**. It presents the proposed Budget at an appropriately timely meeting of the Board of Directors designated for this purpose. The Finance committee searches for effective ways to utilize the limited funds available to the organization.

- (iii) Board Development: The committee shall be comprised of at least three Board members (one of whom shall serve as chair) and two members of **SAGE Upstate**. Every effort should be made to ensure toward cultural and generational diversity.

The purpose of this committee is to manage the affairs of the corporation regarding the recruitment, orienting, training, and retaining Board members. This committee is also responsible for identifying and preparing Board members for future Board leadership positions. This committee is responsible for:

- o Identifying strengths and limitations of the Board's composition and continually assessing its performance as a body.
- o Tracking tenure and term limits requirements of officers, board members, and committee members.
- o Establishing strategic board composition goals that take into consideration the diversity that the mission and the organization's plans imply, and that the By-Laws require.
- o Identifying, recruiting, and nominating members and officers to the Board in accordance to the procedures stated in the By-Laws.
- o Informing the board chair and the board of directors of situations where individual board members or officers are not fulfilling their fiduciary responsibilities, position responsibilities, or assignments to the corporation, its board, or its committees.
- o Examining governance and board committee structure for compliance with the By-Laws and make recommendations for change to the Board accordingly.
- o Plan, coordinate, and conduct board orientation, training, retention, and leadership development activities.

The Board Development committee shall provide a slate to the Recording Clerk of the Board of Directors not later than 30 days before the May board meeting.

- (iv) Fundraising: The fundraising committee shall be comprised of the Board Chair and at least two other Board members. In addition, the committee must include at least two SAGE Upstate Members (every effort should be made to ensure cultural and generational diversity). The purpose of this committee is to ensure the adequacy of resources to meet effectively the organization's current needs and its long-term financial solvency.
- C. Committee chairs or the chairs' designees shall make committee reports at monthly Board meetings.

Article IX: Special Committees

Section 1: Appointment of Special Committees, Duration, and Membership: Special committees may be appointed by the Board of Directors as needed to conduct special, limited business of the organization or to examine a particular set of issues. Membership on Special committees shall be for the duration of the committee charter. Special committees may act in an advisory capacity to the Chair, the Executive Committee, or the Board of Directors.

Section 2: Board Member on Each Special Committee: Each Special committee shall have at least one Board member as a committee member.

Article X: Annual Report

Section 1: Annual Meetings, Notification, and Quorum

- A. An Annual Report by the Executive Director and approved by the Board of Directors shall be presented at the Annual Meeting of the Board and, pursuant to Section 519 of the Not-for-Profit Corporation Law, verified by the Chair and Treasurer, or by a majority of the Directors, and filed with the minutes thereof, showing (i) the assets and liabilities of **SAGE-Upstate** as of the end of the fiscal year immediately preceding the date of the report; (ii) the principal changes in the assets and liabilities during the fiscal year immediately preceding the date of the report; (iii) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the financial year immediately preceding the date of the report; and (iv) the expenses or disbursements, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report.

Article XI: Special Membership Meetings

Section 1: Convening a Special Meeting, Notification thereof, and Quorum

- A. Special Membership Meetings of **SAGE Upstate** may be called by the Board of Directors or by one-tenth of the members, defined as participants of **SAGE Upstate**.
- B. A notice of such meeting shall be made to the members of **SAGE Upstate** ~~at their~~ (10) days before the scheduled membership meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.
- C. At any duly called special membership meeting, one-tenth of the members of **SAGE Upstate**, defined as participants in the last year, present in person or by proxy, shall constitute a quorum.

Section 2: Business Appropriate to the Special Meeting: No business other than that specified in the notice may be transacted at a special membership meeting.

Article XII: Proxy

Members (participants) and board members are entitled to cast votes without attending meetings by authorizing in writing another person to act as proxy or submit proxy votes via written note or email to the Board Chair. No proxy shall be valid for more than eleven months from the date of the proxy.

Article XIII: Liability Insurance

SAGE Upstate annually shall purchase liability insurance and directors and officers insurance in an amount considered by the Board of Directors to be adequate to meet the risk of liability to the organization.

Article XIV: Indemnification

Section 1: Any and every person made a party to any action, suit, or proceeding by or in the right of **SAGE Upstate** to procure a judgment in its favor by reason of the fact that they or their legal representative is or was a Director or Officer of the organization, shall be indemnified by the corporation, to the full extent provided by law, against any and all reasonable expenses, including attorney's fees, actually and necessarily incurred by a Director or Officer in connection with the defense of such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer or Director has breached their duty to **SAGE Upstate**.

Section 2: Any and every person made party to any action, suit, or proceeding other than one by or in the right of **SAGE Upstate**, to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any corporation of any type or kind, domestic or foreign, or partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or Officer of **SAGE Upstate** served in any capacity at the request of **SAGE Upstate**, by reason of the fact that they or their legal representative was a Director or Officer of **SAGE Upstate**, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, shall be indemnified by **SAGE Upstate**, to the full extent permitted by law, against judgments, fines, amount paid in settlement, and reasonable expenses, including attorney's fees,

actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose of **SAGE Upstate**, in criminal actions or proceedings, in addition, had no reasonable cause to believe that their conduct was unlawful.

Article XV: Official Representation of the Organization

The Chair and the Vice Chair of the Board of Directors and the Executive Director may speak officially for **SAGE Upstate**. The Chair or Executive Director may designate other persons to speak as a representative of the organization as needed.

Article XVI: Contracts, Checks, Deposits and Funds

Section 1: Contracts: The Board of Directors, except as otherwise provided in these bylaws, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of **SAGE Upstate**, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Section 2: Check, Drafts, etc.: All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such Officer or Officers, agent or agents of the corporation as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair or Vice-Chair of **SAGE Upstate**.

Section 3: Deposits: All funds of the organization shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of **SAGE Upstate**.

Article XVII: Prohibition Against Sharing in Corporate Earnings

Section 1: During Normal Operations: No Director, Officer, employee, member of any committee of **SAGE Upstate**, or any person connected with **SAGE Upstate**, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for **SAGE Upstate** in effecting any of its purposes as shall be fixed by the Board of Directors.

Section 2: In the Event of Dissolution: No Director, Officer, employee, member of any committee of **SAGE Upstate**, or any person connected with **SAGE Upstate**, or any other private individual, shall be entitled to share in the distribution of any of the corporation assets or distribution or division of its remaining property upon the dissolution or liquidation of the corporation, whether voluntary or involuntary, except as may otherwise be provided by law. All Directors of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of

the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more charitable organizations exempt pursuant to Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or to the Federal government, or to a State or local government, for a public purpose, or would be distributed to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which **SAGE Upstate** is organized.

Article XVIII: Exempt Activities

Notwithstanding any other provisions of these bylaws, no Director, Officer, employee or representative of **SAGE Upstate** shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XIX: Investments

SAGE Upstate shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation, if such action is a prohibited transaction or would result in the denial of the tax exemption under section 503 or 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XX: Fiscal Year

The fiscal year of **SAGE Upstate** shall commence on January 1 of each year and end on December 31.

Article XXI: Books and Records

SAGE Upstate shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, of committees having any of the authority of the Board of Directors, and of the Annual Membership Meeting and Special Meetings.

Article XXII: Waiver of Notice

Whenever any notice is required to be given under the provisions of the Not-for-Profit Corporation Law or under the provisions of the Articles of Incorporation or the bylaws of **SAGE Upstate**, a waiver

thereof in writing signed 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.

Article XXIII: Amendment of By-Laws

Section 1: Amendment by the Board of Directors: The Board of Directors may amend these By-laws at any time by a two-thirds affirmative vote of the entire Board.

Section 2: Notification of Amendments to the Membership: Any changes in the by-laws enacted by the Board of Directors must be reported to the membership and posted on the website.

Section 3: Amendments by Members: Members of **SAGE Upstate** may submit suggestions for changes in the by-laws to the Executive Committee at any time for their consideration.

Article XXIV: Employees

Section 1: Executive Director:

- A. The Executive Director is hired by the Board of Directors. Approval of this appointment shall require a majority vote of the entire Board. The Executive Director has day-to-day responsibilities for the Corporation, including carrying out the Corporation's goals and Board policy. The Executive Director will attend all Board meetings and may attend all committee meetings. The Executive Director will report on progress of the Corporation, answer questions of the Board members, and carry out the duties as described in the job description. The Board can delegate other duties as well.
- B. The Executive Director is empowered to expend funds on behalf of Sage Upstate and its mission.
 - i. Funds for ordinary expenses (e.g., rent, salary, office expenditure, etc.) may be expended without additional Board approval once the Board has accepted the annual budget or approved budget modifications
 - ii. Funds budgeted under grant or from other contracted funds must be expended in a manner specified in the grant or contract unless modified in a manner acceptable to the grantor or agency providing the funds. Budget modifications must follow the guidelines specified in paragraph v below.
 - iii. Funds budgeted for program expenses must be expended in the general categories for which they were approved. No Board approval is needed for expenditures within a budgetary category, subject to the limitation in paragraph v below.
 - iv. Funds budgeted from Sage Upstate's unrestricted accounts are subject to the restrictions noted above, regardless of category, and must be approved in line with the guidelines outlined in paragraph v below.
 - v. The Executive Director may approve extraordinary expenditures or modifications to the approved budget up to \$750.
 - vi. All extraordinary expenditures or modifications to the approved budget by the Executive Director must be reported to the Board no later than the next Board meeting.

Section 2: Other Employees: Other employees may be hired at the discretion of and according to the policies established by the Board of Directors of **SAGE Upstate**.

This version includes revisions suggested at an Aug. 2019 meeting along with proposed revisions to be presented at the March 2021 board meeting.

Revised by the SAGE Upstate, Inc. Board of Directors March 25, 2021, Syracuse, New York