

**BY LAWS**

**OF THE**

**WESTERN NEW YORK  
EDUCATIONAL SERVICE COUNCIL**

By Laws Committee:  
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**APPROVED: 5/15/78**  
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SUBJECT: Management of Corporate Affairs

The management of the affairs so the Council shall be vested in the Board of Directors. Subject to any provisions of law or the Charter or any amendment to the above and to any other provision of the By-Laws, all of the powers of the Corporation shall be exercised by the Board of Directors to develop policies and to initiate action implementing the purposes of the Council. Upon the start of his/her term of office, the Director shall immediately enter upon the performances of his duties and shall continue in office until his successor is duly elected and qualified.

SUBJECT: Officers

The Board of Directors shall annually elect from its number a President of the Board of Directors, a Vice President, and a Treasurer.

SUBJECT: Election of Officers

1. There shall be twelve Directors elected plus the Dean, Faculty of Educational Studies, State University of New York at Buffalo (or his/her designee) and each of the four WNY BOCES Superintendents. Seven Directors shall be members of public school districts. Other Directors could come from public school districts, higher education institutions, educational organizations, independent private schools, the Superintendents of the Buffalo Public Schools and Catholic Schools (or designees), organizations representing the business community, social service organizations and/or charter schools. Each member of the Board of Directors must maintain an active membership status within the Western New York Educational Service Council.
2. Except as otherwise provided by law or the By-Laws, all succeeding Directors who are elected by the Board of Directors and shall hold office for a term of three years and until their successors have been duly elected and have qualified.
3. Members will serve a maximum of two consecutive three-year terms.

SUBJECT: Term of Office

The officers of the Council, President, Vice President and Treasurer, shall, unless otherwise determined by the Directors, hold office until the first meeting of the Board of Directors following July 1 and until their successors are elected and have qualified. Any officer, however, may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

SUBJECT: Office of President of the Board of Directors

The President of the Board of Directors shall be the presiding officer of the Council. He/she shall have the general powers and duties of supervision in the management of the Council which usually pertain to his/her office and shall perform such other duties as are properly required of him/her by the Board of Directors.

SUBJECT: Office of the Vice President of the Board of Directors

In the absence or at the request of the President, the Vice President shall perform the duties and exercise the powers of the President. He/she shall also have such powers and perform such duties as usually pertain to this office or as are properly required by the Board of Directors. The Vice President will chair the nominating committee to recommend candidates for the Board of Directors to consider.

SUBJECT: Office of Treasurer of the Board of Directors

The Treasurer shall be the chief financial officer of the Council. He/she shall perform all such duties as usually pertain to his/her office or as are properly required of him/her by the Board of Directors.

SUBJECT: The Executive Director

The Executive Director shall be the executive officer of the Board of Directors and shall be directly responsible to the Board. He/she shall coordinate and supervise the operations, projects, and activities of the Council and shall have such other powers and duties as may from time to time be assigned to him/her by the Board of Directors.

He/she will be considered to be an employee in fulfilling his/her duties as Executive Director. Should he/she be responsible for outside projects and consulting, he/she will be considered an independent contractor. He/she is approved to serve both functions of the Western New York Educational Service Council.

SUBJECT: Duties of the Board of Directors

1. It shall be the responsibility of the Board of Directors to develop policies and to initiate action implementing the purposes of the Council as set forth in its Charter.
2. The Directors may appoint an Executive Director for the Council, and such other staff members as they deem necessary.
3. Projects and activities to be engaged in by the Council shall become the primary function of the Board of Directors with the Executive Director acting as coordinator.

4. The Board of Directors shall have control of the finances of the Council and shall authorize the Executive Director to disburse the funds of the Council according to procedures which it may designate.
5. When through means beyond his control or via a resignation, a Director and/or officer is unable to fulfill his/her term of office, the remaining members of the Board shall select a member of the organization to serve in his place until the next election.

SUBJECT: First Meeting of Newly Elected Directors

The first meeting of the Board of Directors with the newly elected Directors may be held annually after July 1, provided a majority of the Board of Directors, including newly elected Directors, be present.

SUBJECT: Meeting of Directors

Regular and special meetings of the Board of Directors shall be held at such times and at such places in the State of New York as determined by the Board of Directors and the President of the Board of Directors, in collaboration with the Executive Director.

SUBJECT: Notice of Meetings of the Board of Directors

Notice of each meeting of the Board of Directors, stating the time and place of the meeting, shall be given by the President of the Board of Directors, not less than three days before the meeting by electronic transmission or mailing the same, postage prepaid, addressed to each member of the Board. Meetings of the Board of Directors may also be held at any place and time without notice by unanimous consent of all the members of the Board. The notice of any meeting of the Board of Directors need not specify the purpose or purposes for which the meeting is called.

SUBJECT: Vacancies on the Board

Vacancies on the Board of Directors shall be filled for the unexpired term of such Director by a majority vote of the remaining Directors at any regular or special meeting of the Board of Directors called for that purpose. The Vice President with his/her nominating committee will recommend candidates for the Board to consider.

SUBJECT: Resignation

Any Director of the Council may resign at any time by giving his resignation to the President of the Board of Directors. 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.

**SUBJECT: Removal of Directors**

Any director may be removed with or without cause, at any meeting the Board of Directors, notice of which shall have referred to the proposed action, by the vote in person or by proxy of a majority of the members.

**SUBJECT: Duties of Officers May Be Delegated**

In case of the absence or disability of any officer of the Council, or any for any other reason that the Board of Directors may deem sufficient, the Board of Directors, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer, to any Director.

**SUBJECT: Quorum**

At all meetings of the Board of Directors, except where otherwise provided by law, the Charter, or these By-Laws, a quorum shall be required for the transaction of business and shall consist of not less than seven members of the Board, and the vote of a majority of the Directors present shall decide any question that may come before the meeting. A majority of the Directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum is present. If necessary, Directors can vote by phone, fax or email.

**SUBJECT: Adoption of By-Laws**

1. The By-Laws may be amended by two thirds vote of the Board of Directors provided that written notice of the time and place of the Directors meeting and of the proposed amendments shall be given to all Directors at least two weeks prior to the date of the meeting.
2. Any amendment shall take effect immediately upon adoption.

**SUBJECT: Adoption of Policies**

1. The Board of Directors shall develop policies and initiate action for the implementation of said policies consistent with the purposes of the Council.
2. Policy adoption shall be approved by a majority of those present and voting.

SUBJECT: Procedure for Board of Director Meetings

1. The order of business and all other matters of procedure at every meeting of Directors will be developed by the Executive Director and approved by the President.
2. Amendments to the Policies and Procedures of the Board of Directors may be made by unanimous vote of the Board at any regular meeting, or by a majority vote of the Board at any regular meeting, provided notice of the proposed change is included in the call to the meeting.
3. Robert's Rules of Order – Revised shall govern all business procedure.

SUBJECT: Bonds

The Board of Directors may require any officer, agent, or employee of the Council to give a bond to the Council, conditional upon the faithful performance of his duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

SUBJECT: Right of Indemnity

1. Each Director and, to the extent determined by the Directors, any officers of the Council whether or not then in office and any person whose testator or intestate was such a Director or officer, shall be indemnified by the Council for or in connection with civil or criminal actions or proceedings or appeals therein, in accordance with and to the fullest extent permitted by law.
2. The right of indemnification herein provided shall not be deemed exclusive of any other right to which any such Director, officer or other person may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights pursuant to statute or otherwise of any Director, officer, or other person in any such action or proceeding to have awarded or allowed in his favor against the Council or otherwise his costs and expenses incurred therein or in connection therewith or any part thereof.

SUBJECT: Committee of the Whole

No individual member of the Board shall be empowered to act in matters which require approval of the entire Board.

SUBJECT: Designation of an Executive Committee

The Board of Directors, by resolution or resolutions, may designate an Executive Committee to consist of the President of the Board, the Vice President and Treasurer, which, to the extent provided in said resolution or resolutions, shall have and may exercise such powers of the Board of Directors in the management of the affairs of the Council as may be lawfully delegated by the Board of Directors in the interim between meetings of said Board, and may have power to authorize the seal of the Council to be affixed to all papers which may require it. All actions taken by the Executive Committee shall be subject to revision and alteration by Board of Directors, provided that no rights of third person shall be affected by such revision or alteration.

SUBJECT: Membership Committee

The Board of Directors, by resolution or resolutions, may establish a Membership Committee chaired by the Vice President of the Board of Directors and representatives from such members of the Directors as may desire committee membership. The concern of the Membership Committee shall deal with soliciting membership. The duties and activities of said committee shall be as determined by the Board of Directors and the committee shall have and exercise such powers as the Board of Directors shall provide by resolution or resolutions.

SUBJECT: Nominating Committee

The Board of Directors shall approve a Nominating Committee chaired by the Vice President consisting of at least three Directors. The Nominating Committee shall prepare and submit to the Board of Directors a list of candidates for election to the Board of Directors at any election meeting, with any of the Directors retaining the right to nominate candidates other than those presented by the Nominating Committee. The failure of the Nominating Committee to submit a candidate for any position shall not affect the validity of election to any position. Notice will be provided to all members of the Board of Directors election. Nominations from members will be sent directly to the Vice President in a form and manner determined by the committee. All nominations will be reviewed prior to committee recommendations.

SUBJECT: Requirements for Membership

Membership in the Western New York Educational Service Corporation shall be open to all public school districts, private schools, community organizations, educational organizations, private corporations and charter schools. An entire school district may seek membership or individual schools within districts if interest is so limited.

SUBJECT: Fees

1. Annual membership fees will be determined by the Directors. In the event that a member or members define a need for service and enter into a contract with the Council, an overhead fee shall be charged for administering the contract to include secretarial and other services, supplies, etc.
2. Under normal circumstances the Council shall charge a 10% fee of the total budget figure for contractual relationships with 90% of the fee generally provided to the independent consultant contractor(s). Other fee figures will be negotiated as appropriate.

SUBJECT: Conditions of Membership

By acceptance of membership, the members agree with each other and with the Council that the Council shall be a non-profit corporation. All income and earnings of the Council shall be used exclusively for its corporate purposes as stated in its Charter. No part of the income or earnings of the Council shall inure to the benefit of or profit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or any other private interest. The Council may pay the principal of and interest on any loan or advance to the Council by whomsoever made it, but its net earnings shall not inure, in whole or in part, to the benefit of any member or private person, corporate or individual, or any other private interest.

SUBJECT: Special Meetings

Special meetings of the members may be called to be held within the State of New York at any time by the President of the Board at the request in writing of seven or more members of the Board of Directors.

SUBJECT: Vote Required

All questions, except those questions the manner of deciding which is specifically regulated by statute or by these By-Laws, shall be determined by a majority vote of the Directors present or represented at any meeting at which a quorum is present.

SUBJECT: Voting – Proxies

A Director may vote either in person or by proxy appointed by an instrument executed in writing by such Director and delivered to the President of the meeting. No proxy shall be valid after the expiration of eleven months from the date of its execution unless the Director executing it shall have specified therein its duration. Every proxy shall be revocable at the decision of the Director executing it.

**SUBJECT: Action by Written Consent Without a Meeting**

Whenever pursuant to the Charter or these By-Laws or by law, Directors are required or permitted to take any action by vote, such action may be taken without a meeting or written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon. Written consent thus given by the Directors entitled to vote shall have the same effect as a unanimous vote of Directors.

**SUBJECT: Policy for Employee Business Expenses**

The employees of the Western New York Educational Service Council, as incident to their employment, are expected to establish and maintain social and personal relationships with educators and other partners, present and prospective customers, and others with whom we transact business. Since this activity is necessary to the continued prosperity of the organization, the Board of Directors has authorized the following plan to reimburse employees for expenses of travel, transportation and entertainment that are ordinary and necessary

- A. Vehicle expenses will be reimbursed for business use of employee's vehicle at the standard mileage rate as determined annually by the Internal Revenue Service.
- B. Business travel, meals and incidental expenses will be reimbursed on a dollar for dollar basis as substantiated by receipts submitted by employee.
- C. Payments to the employee will be made by the Council after the receipts are submitted.

The reimbursement described above will not be considered compensation to the employee if the following requirements are met:

- I. The employee must substantiate the covered expenses to the employer within 60 days after it is paid or incurred, and
- II. The employee returns amounts in excess of the substantiated expenses to the employer within 120 days after an expense is paid or incurred.

If the above requirements are not met, the reimbursement will be considered compensation subject to all payroll withholding rules. Since the reimbursement is included in W-2, the employee may claim the business expenses as a miscellaneous itemized deduction subject to the 2% AGI limitation.

This accountable plan will remain in effect until further notice.