BY-LAWS

OF

DO THE RIGHT THING OF ROCHESTER, INC.

Adopted: October 27th, 2008

Amended: September 30th, 2009

TABLE OF CONTENTS

	Page
ARTICLE I – THE CORPORATION	4
Section 1. Name	4
Section 2. Seal	4
Section 3. Offices	4
Section 4. Geographic Boundaries Served by the Corporation	4
ARTICLE II – MEMBERSHIP	5
Section 1. Members	5
Section 2. Meetings of the Members	5
ARTICLE III – BOARD OF DIRECTORS	5
Section 1. Powers	5
Section 2. Number and Representation of Directors	5
A. Number	5
B. Representation	6
Section 3. Appointment and Term	6
Section 4. Resignation or Removal	7
A. Resignation	7
B. Removal	7
Section 5. Vacancies	7
Section 6. Meetings of the Board of Directors	8
A. Annual Meetings	8
B. Regular Meetings	9
C. Special Meetings	9
D. Notice of Meetings	9
E. Waiver of Notice	9
Section 7. Quorum and Voting	10
A. Quorum	10
B. Voting	10
Section 8. Compensation	10
ARTICLE IV COMMITTEES	11
Section 1. Executive Committee	11
Section 2. Other Committees	11
Section 3. Chairpersons	12
Section 4. Quorum and Vote	12
Section 5. Rules	13
ARTICLE V – OFFICERS	13
Section 1. Number of Officers and Qualification	13
Section 2. Appointment and Term of Office and Qualifications	13
Section 3. Resignation	13
Section 4. Removal	14
Section 5. Vacancies	14

TABLE OF CONTENTS (continued)

	Page
Section 6. Authority and Duties of Officers	14
A. President	14
B. Vice President	15
C. Secretary	15
D. Treasurer	16
ARTICLE VI – TRANSACTIONS WITH DIRECTORS OR OFFICERS	17
Section 1. Contract or Other Transactions With Directors or Officers	18
Section 2. Loans to Directors and Officers	18
ARTICLE VII – DEPOSITS, CHECKS, LOANS, CONTRACTS	18
Section 1. Investments, Deposit of Funds	18
Section 2. Checks, Drafts, etc.	19
Section 3. Loans	19
ARTICLE VIII – INDEMNIFICATION	19
Section 1. Indemnification	19
Section 2. Insurance and Other Indemnifications	20
ARTICLE IX – MISCELLANEOUS	20
Section 1. Books and Records	20
Section 2. Fiscal Year	21
Section 3. Amendment to By-laws	21

By-laws

Of

Do the Right Thing of Rochester, Inc.

ARTICLE I

THE CORPORATION

Section 1. Name.

The name of the Corporation shall be the "Do the Right Thing of Rochester, Inc." and it shall be referred to in these By-laws as "the Corporation."

Section 2. Seal.

The Board of Directors may adopt a seal for the Corporation. The seal shall contain the name of the Corporation, the word "seal: and other words and figures as desired by the Board of Directors.

Section 3. Offices.

The principal office of the Corporation shall be located in the City of Rochester, County of Monroe and State of New York, within the boundaries served by the Corporation.

Section 4. Geographic Boundaries Served by the Corporation.

As used in these By-laws, the geographic boundaries served by the Corporation are those of the County of Monroe.

ARTICLE II

MEMBERSHIP

Section 1. Members.

Each member of the Board of Directors shall be a member of the Corporation by virtue of such person's status as a Director. The Corporation shall have no other members. Upon the termination, resignation, removal or death of a Director, such Director shall cease to be a member of the Corporation.

Section 2. Meetings of the Members.

A. The Annual Meeting of the Members shall be the same as the meeting of the Directors. See Article III, Section 6, below.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers.

The activities, affairs and property of the Corporation shall be managed, directed and controlled and its powers exercised by and vested in the Board of Directors, except as otherwise provided by statute or by these By-laws.

Section 2. Number and Representation of Directors.

A. Number. Except for the initial Directors named in the Certificate of Incorporation, the number of Directors shall be **seventeen (17)**. All references in these By-laws to the Board of Directors shall be references to the Board of Directors of the Corporation. The Chief of the Rochester Police Department shall appoint all members of the Board of Directors,

except the *ex officio* members outlined in Article III, Section 2.B. The number of Directors constituting the entire Board of Directors may be increased or decreased by a vote of the majority of the entire Board of Directors from time to time by amendment of these By-laws, except that no decrease in the number of Directors shall shorten the term of any incumbent director nor may the number of Directors be less than six (6). Each Director shall be at least 18 years of age.

B. **Representation.** The Board of Directors shall include but not be limited to the following *ex officio* positions, namely, (1) the Chief of the Rochester Police Department or his or her designee, (2) the Mayor of the City of Rochester, or his or her designee, (3) the Program Coordinator of the Corporation. Any designee of an *ex officio* member must be specified in writing by name and title and shall be considered the official representative of the member.

Section 3. <u>Appointment and Term</u>.

Directors (other than *ex officio)* shall be appointed by the Chief of the Rochester Police Department. All appointed directors shall be subject to a background check by the Rochester Police Department. With the exception of the first annual meeting of the Board of Directors, each Director shall be appointed as class A directors for a two year term.

A. **17** Class A Directors shall be appointed to serve a two year term. Other than *ex officio* Directors, each Director, including a Director appointed to fill a vacancy, shall hold office until the expiration of

the term for which he or she is appointed and until a successor has been appointed.

Section 4. Resignation or Removal.

A. Resignation. A Director may resign at any time by giving written notice to the Board of Directors or the Program Coordinator. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Board of Directors or Program Coordinator, and acceptance of the resignation shall not be necessary to make it effective.

B. Removal. A Director may be removed without cause by a vote of the directors.

Section 5. Vacancies.

Any vacancy occurring in the board of Directors because of death, resignation, removal or otherwise, may be filled at any time by the Chief of the Rochester Police Department. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 6. Meetings of the Board of Directors.

A. Annual Meeting. The annual meeting of the Board of Directors shall be for the appointment of new Directors, the election of the officers of the Board of Directors and for transaction of such other business as properly may come before it. At the annual meeting a report verified by the President and the Treasurer, or by a majority of the Directors, shall be submitted showing in appropriate detail the following:

1. the assets and liabilities, including trust funds of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting;
2. the principal changes in assets and liabilities, including trust funds during that fiscal period;
3. the revenue or receipts of the Corporation both unrestricted and restricted to particular purposes during that fiscal period;
4. the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period;
5. 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 the year immediately preceding the date of the report, and a statement of the place where the names and places of residence of the current members may be found;
6. the progress the Corporation has made toward achieving its mission and goals.

The annual report shall be filed with the records of the annual meeting and shall be given to the Chief of the Rochester Police Department and the Mayor of the City of Rochester.

B. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such times and places as the President may determine.

C. **Special Meetings.** Special meetings of the Board of Directors may be called by the President.

D. **Notice of Meetings.** Notice of the date, time and place of the annual, regular or special meetings of the Board of Directors shall be given by the Secretary by mail, fax, telephone or personal delivery to each Director at least seven days before such meeting, except as herein otherwise stated. The method of notice need not be the same for every director. Notice of special meetings shall be given at such time that the director receiving it may have reasonable opportunity to participate in the meeting. Notice of any proposed change to the By-laws shall be given at least ten (10) days prior to the Board of Directors' meeting at which action on the amendment is to be taken. When a meeting is adjourned to another time or place, no notice need be given to the Directors present at the time of adjournment if such time and place are announced at the meeting at which the adjournment is taken. Notice of any adjourned meeting shall be given to the Directors who were not present at the time of the adjournment.

E. **Waiver of Notice.** Notice of any meeting need not be given to any director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 7. <u>Quorum and Voting</u>.

A. **Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. If less than a quorum is present at a meeting, the majority of Directors may adjourn the meeting from time to time, until a

quorum is present. **For the purpose of a quorum, the number of directors shall be the number of filled positions.**

B. Voting. The vote, equal to the majority of the Directors present in person at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the action of a greater number is required by law or by the By-laws. Any one or more of the Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications 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. The Board of Directors may not take action without a meeting; only the Executive Committee may do so as set forth in Article IV, Section 4 of these By-laws.

Section 8. Compensation.

Directors of the Corporation shall serve as such without compensation, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the Directors in performance of their duties.

ARTICLE IV

COMMITTEES

Section 1. Executive Committee.

The Board of Directors, may by resolution adopted by a majority of the entire Board of Directors, designate from among its members an Executive Committee, consisting of the President, Vice President, Secretary and Treasurer. The Executive

Committee, to the extent possible is such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the Corporation, except that the Executive Committee shall have no authority as to the following matters:

(1) the submission to the Board of Directors of any action requiring the approval of the Directors as Members, under the Not-for-Profit Law;

(2) the filling of vacancies in the Board of Directors or in any committee;

(3) the fixing of compensation of the Directors for serving on the Board of Directors or on any committee;

(4) the amendment or repeal of the By-laws or the adoption of new By-laws;

(5) the amendment or repeal of any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

The President shall preside at all meetings of the Executive Committee.

Section 2. <u>Other Committees</u>.

The Board of Directors may from time to time provide for standing or special committees of the Board of Directors, or other committees consisting in whole or in part of Directors or others, as the activities of the Corporation may require. Each member of a committee shall be appointed for a term of one year or until his or her successor is appointed. Board of Directors committees shall keep full records and accounts of their proceedings and transactions. Actions taken by committees shall be subject to control revision and alteration by the Board of Directors.

The following are standing committees of the Corporation as established by the Board of Directors as of September 30, 2009:

A. Marketing and Public Relations Committee: Committee purpose is defined as to recruit candidates for the program as well as advertising and promotion.

B. Fundraising Committee: Committee purpose is defined as to seek donors and revenue to fund the program.

C. Scholarship Committee: Committee purpose is defined as to assist staff with program operations and coordinating program functions (assisting staff with the selection process of scholarship recipients, to include reviewing nominations, corresponding with nominees and colleges).

Section 3. Chairpersons.

One member of each committee shall be appointed Chair by the President of the Board of Directors in consultation with the advice and consent of the Board of Directors.

Section 4. Quorum and Vote.

Unless otherwise provided in the resolution of the board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Only the Executive Committee as set forth in Article IV, Section 1 of the By-laws is allowed to take action without a meeting if all committee members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the committee, and the

action taken shall have the same force and effect as an unanimous vote of the committee. Any one or more of the Directors on the Executive Committee only may participate in a meeting of the Executive Committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time.

Section 5. Rules.

Each committee may adopt rules for its own government not inconsistent with these By-laws or with the rules adopted by the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Number of Officers and Qualifications.

The officers of the Corporation shall consist of a President, a Vice President, Secretary, a Treasurer and such other officers who will be nominated by the President and approved by the Board of Directors. All officers shall be members of the Board of Directors. All officers must be at least eighteen years of age.

Section 2. Appointment and Term of Office.

The officers shall be nominated and elected by the Board of Directors at its annual meeting. Each officer shall hold office until his/her successor shall have been duly elected or appointed and shall have qualified or until his/her earlier death, resignation or removal.

Section 3. Resignation.

Any officer may resign at any time, subject to any rights or obligations under any written contracts between the officer and the Corporation, by giving written notice to the President or the Secretary. An officer's resignation shall take effect at the time specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal.

Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the Board of Directors. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered.

Section 5. Vacancies.

Any vacancy in the office of President, Vice President, Secretary and Treasurer may be filled for the unexpired portion of the term by a nomination from any Director and approval of the Board of Directors.

Section 6. Authority and Duties of Officers.

The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors, the President or these By-laws, except that in any event each officer shall exercise such power and perform such duties may be required by law:

A. President. The President shall preside at all meetings of the Board of Directors, shall exercise general and active management of the

business of the Corporation, and advise the Board of Directors on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties not inconsistent with these By-laws as may be assigned to him or her from time to time by the Board of Directs, including :

1. the duty to attend all meetings of the Executive Committee and;
2. the power to hire and discharge all personnel of the corporation other than the corporate officers elected by the Board of Directors and the power to establish compensation and fringe benefits of the personnel.

B. **Vice President.** The Vice President shall act under the direction of the President and in his or her absence or disability shall perform the duties and exercise the powers of the President. The Vice President shall perform such duties and have such powers as the President or Board of Directors may from time to time prescribe.

C. **Secretary.** The Secretary shall have the general powers and duties usually vested in the office of Secretary of a corporation and shall have such other powers and duties not inconsistent with these By-laws as may be assigned to him or her from time to time by the Board of Directors or the President, including the powers and duties to:

1. be custodian of all records, documents and the seal of the Corporation which are to be kept at the principal office the Corporation;
2. affix the corporate Seal, if one has been adopted, to any instrument requiring it and to attest the same by his or her signature when authorized by the Board of Directors or when such instrument shall first have been signed by the President or the Vice President or other duly authorized officer or agent;
3. keep the minutes of the Board of Directors meetings and the Executive Committee meetings of the Corporation and cause them to be recorded in one or more books provided for that purpose, with the time and place of the holding of such meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof indicated in the record;
4. provide that proper notices are given in accordance with the provisions of the By-laws.

D. **Treasurer.** The Treasurer shall be responsible for all funds and securities of the Corporation and shall have the general powers and duties usually vested in the office of Treasurer of a corporation and shall have such other powers and duties not inconsistent with these By-laws as may be assigned to him or her from time to time by the Board of Directors or the President, including the powers and duties to:

1. care for, receive and give receipt for monies due and payable to the Corporation;
2. Deposit all monies received in the name of the Corporation in such banks, trust companies or other depositories as from time to time may be designated by the Board of Directors;
3. have charge of the disbursement of monies of the Corporation in accordance with the directions of the Board of Directors or the President;
4. enter or cause to be entered regularly in the books to be kept by the Treasurer or under his or her direction for that purpose a complete and correct account of all monies received and disbursed by the Corporation;
5. render a statement of the financial accounts of the Corporation to the Board of Directors at such times as may be requested;
6. exhibit the books of account of the Corporation and all securities, vouchers, papers and documents of the Corporation in his or her custody to any member of the Board of Directors upon request;
7. submit a full financial report to the Board of Directors at the annual meeting;
8. initiate or cause to be initiated an annual financial audit of the Corporation by an independent accounting firm or outside certified public accountant.

ARTICLE VI

TRANSACTIONS WITH DIRECTORS OR OFFICERS

Section 1. Contracts or Other Transactions with Directors or Officers.

No Director or Officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor any contract for furnishing services or supplies to it unless:

A. such contract is authorized by a majority of Directors present and voting at a meeting at which the vote of such Director is not necessary for such authorization, and

B. the facts and nature of such interest have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is so authorized..

Section 2. Loans to Directors of Officers.

No Loans shall be made by the Corporation to its Directors or Officers.

ARTICLE VII

DEPOSITS, CHECKS, LOANS, CONTRACTS

Section 1. Investments, Deposit of Funds.

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, in stocks, bonds, or other securities as the Board of Directors in its discretion may deem desirable. All the funds of the Corporation not otherwise employed shall be deposited in such bands, trust companies, or other reliable

depositories as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such a manner as the Board of Directors from time to time may determine.

Section 2. Checks, Drafts, etc.

All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Loans.

No loans or advances shall be made by or contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by

the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her (or by his or her heirs, executors and administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled. Such right of indemnification shall not be deemed exclusive of any other rights or obligations to which such director or officer (or such heirs, executors or administrators) may be entitled or subject apart from this Article.

Section 2. <u>Insurance and Other Indemnifications</u>.

The Board of Directors shall have the power to:

1. purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of its Directors, officer as so authorized by law, and
2. give other indemnification to the extent permitted by law.

ARTICLE IX

MISCELLANEOUS

Section 1. Books and Records.

The Corporation shall keep at the office of the Corporation current and complete books and records of account and shall also keep minutes of proceedings of its Board of Directors and Executive Committee, a list of the names and addresses of its Directors and officers, and copies of all other material corporate records, books, documents and contracts. Any of the foregoing books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time. All such books, records, minutes, lists, documents and contracts of the Corporation may be inspected by any director or his or her accredited agent or attorney for any proper purpose at any reasonable time. Upon leaving office, each officer of the Corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation which have been in his or her custody.

Section 2. Fiscal Year.

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

Section 3. Amendment to By-laws.

Unless otherwise provided herein or by law, these By-laws may be amended or revised from time to time by two-thirds (2/3) vote of the Board of Directors, provided notice has been given as specified in Article III, Section 6 (D) of these By-laws.