

THE URBAN JOBS TASK FORCE

Ratified on March 24, 2015

Amended June 23, 2015

Article I. Name and Purpose

Section 1.1: Name. The name of this organization shall be the Urban Jobs Task Force.

Section 1.2: Purpose and Mission. The Urban Jobs Task Force (“UJTF”) is a collaboration of individuals, business, labor organizations, and community-based organizations advocating for job development, training and employment for Syracuse's unemployed and under-employed. In addition, UJTF will encourage the creation of conditions and resources in publically financed contracts for the benefit of local minority, women-owned and small businesses.

Article II: General Membership

Section 2.1: Eligibility and Purpose. Membership in UJTF shall be both organizational and individual. Organizational members must be located in Onondaga County, and individual members must reside in Onondaga County. Both organizations and individuals must complete a membership form. Organizations must designate one voting representative and one alternate voting representative in such membership form. The powers of the membership include but are not limited to: developing and approving the UJTF’s goals and general policy objectives, choosing officers, participating on committees, attending and having a voice at all meetings, and amending by-laws.

Section 2.2: Eligible Organizations. Eligible organizations shall be defined as community-based organizations and/or not-for-profit Human Service Agencies, educational organizations that serve Onondaga County residents, government organizations that have jurisdiction in Onondaga County, and business organizations. All the above-mentioned organizations must either deliver services related to the UJTF's mission *or* the organization must declare that it supports the UJTF's mission, as defined in Section 1.2, by filling out and signing a membership form.

Section 2.3: Eligible Individuals. Eligible individuals shall be defined as any person who either delivers services related to the UJTF's mission, *or* who declares their support of the UJTF’s mission, as defined in Section 1.2, by filling out and signing a membership form. Individual members shall reside in Onondaga County. Non-Onondaga County residents may be deemed eligible by special stipulation of the Board of Directors. Representatives and alternates of member organizations are not eligible to join the UJTF as individual members.

Section 2.4. Decision Making. Membership shall make decisions during membership meetings, as defined in Section 6.1. In making decisions at such membership meetings, the membership will seek to achieve consensus. When full consensus is not possible, decisions can be made by a majority vote of present members. A quorum shall be 25% of the voting membership.

Section 2.5. Annual Dues. The amount required for annual dues shall be \$50 each year for eligible organizations. Annual dues for eligible individuals shall be \$5 each year. Continued membership is contingent upon being up-to-date on membership dues.

Section 2.6. Membership Attendance. To be a member in good standing, such member must attend half (50%) of all scheduled meetings. Member organizations or individuals that fail to meet this attendance policy shall have their membership revoked at the Annual Membership meeting.

Article III: Associate Organizations

Section 3.1: Associate Organizations. Organizations that support the “Purpose and Mission” of the UJTF and want to join in the work of the UJTF without becoming a “Member Organization” may do so by becoming an “Associate Organization.” “Associate Organizations” will not be required to pay annual dues or meet membership attendance requirements (See Article II, sec. 2.5 & 2.6 respectively). Organizations that wish to join the UJTF as an “Associate Organization” must complete the designated form.

Section 3.2: Activity of Associated Organization Representatives. Representatives of associated organizations may attend all meetings, serve on all “Special Committees,” and otherwise join in the work of the UJTF. Representatives of “Associated Organizations” will have no voting rights and cannot hold office as a de jure representative of the “Associated Organization.”

Article IV: Board of Directors

Section 3.1: Board Role, Size, and Term. The Board of Directors shall manage the UJTF. The Board will be responsible for making management and operational decisions. In addition, the Board will establish and oversee committees to implement policies and meet the UJTF’s goals. The Board shall consist of the following: President, Vice President, Secretary, Treasurer and any special committee chair(s), as provided for in Section 5.4. The term of office for all Board members and officers shall be one year and shall begin immediately upon their election in UJTF’s Annual Meeting as defined in Section 2.4. Board members and officers may be re-elected. The Board will receive no compensation other than reasonable expenses as defined in Section 9.1.

Section 3.2: Board Selection and Elections. Nominations of Board members shall be made by a Special Committee. Such Special Committee shall create a ballot of nominees. Selection of the Board shall be by majority vote of the membership. Election results shall be determined by a majority of those present and voting.

Section 3.3: Quorum and Adjournments. A majority of Board Directors constitute a quorum that is necessary for decisions to be made at any regularly scheduled meeting. In the absence of a quorum, at any Board meeting, a majority of the directors present may adjourn or reschedule the meeting, but otherwise may not conduct any organizational business. Notice of adjournment and rescheduling shall be given by the Secretary to all Board members who are absent at the time of the original meeting.

Section 3.4: Decision Making. In making decisions at Board meetings, as defined in Section 6.3, the Board will seek to achieve consensus. When a consensus is not possible, decisions can be made by a majority vote of the Board directors in attendance, provided there is a quorum. At any meeting of the Board, each director shall be entitled to one vote.

Section 3.5: Vacancies, Removal, Termination, and Resignation. Vacancies shall occur upon death, disability, resignation, or removal of an officer or Board director. Upon failure to fulfill their duties and after reasonable notice, any Board director may be removed by a two-thirds majority vote at any regular Board meeting or at any special meeting. A Board director may be terminated from the Board after two unexcused absences from Board meetings in a given year. Board directors wishing to resign must submit a written notice of resignation 30 days prior to their final Board meeting. Positions will be filled by a majority vote of the membership with candidates nominated by fellow Board directors.

Article V: Officers

Section 4.1: Designation of Officers. The Officers of the Board of Directors are as follows: President, Vice-president, Secretary, and Treasurer.

Section 4.2: Powers and Duties of Officers of the Board. The Officers of the Board shall have all the usual powers and duties exercised by the Officers of a voluntary organization.

(a) **President-** It shall be the duty of the President to convene and preside over regularly scheduled meetings of the Board and the membership. The President shall have general supervision over the UJTF's affairs and keep the Board fully informed and consult the directors concerning activities of the UJTF. The President shall represent the UJTF and sign all contracts and obligations authorized by the Board. The President shall perform other additional duties assigned to him/her by the Board of Directors or the membership.

(b) **Vice-president-** It shall be the duty of the Vice-president to perform all duties of the President in the President's absence. The Vice-president shall also be in charge of membership. It shall be the duty of the Vice-president to take attendance and keep track of membership and Board attendance throughout the year. The Vice-president shall perform such powers and duties as the Board of Directors or membership may designate.

(c) **Secretary-** It shall be the duty of the Secretary to take minutes at all meetings and distribute minutes via email prior to the next meeting. The Secretary shall give due notice of all meetings as required by these By-laws. The Secretary may perform other powers or duties as assigned by the Board of Directors or the membership.

(d) **Treasurer-** It shall be the duty of the Treasurer to be responsible for receiving and depositing all funds of the UJTF. The Treasurer must keep clear and complete financial records and maintain regular books of account. The signature of the Treasurer together with the signature of the President shall be required on all checks for the disbursement of funds authorized by the Board of Directors. The Treasurer must submit monthly and quarterly financial and accounting records of the UJTF to the Board of Directors. The Treasurer shall be a member of the Financial Committee and perform any additional duties as designated by the Board or the membership.

Article VI: Committees

Section 5.1: Committee Formation. The Board and the membership may create committees as needed. All committee members serve a term not exceeding one year and may be re-appointed. All committees must be comprised of at least three people. All committees must have a quorum of a majority of its members present in order for committee meetings to occur and decisions to be made. The general membership may join Special Committees but may not be a part of the Executive or Finance Committee.

Section 5.2: Executive Committee. The Executive Committee will oversee the administrative tasks of the UJTF. The Executive Committee shall create the agenda for all meetings. The Executive Committee shall be comprised of all Officers. It shall also be the duty of the Executive Committee to review all operations of the Financial Committee.

Section 5.3: Finance Committee. The Finance committee will oversee the financial activities of the UJTF and from time to time will submit recommendations to the membership and/or Board as to proposed changes in financial policy and its implementation. The Finance Committee shall be comprised of the Treasurer and no less than two members of the Board.

Section 5.4: Special Committees. Special Committees may be established by the Board or the membership when it is determined to be necessary or useful to the purposes, goals, objectives, and overall mission of the UJTF. The committee's operations and the committee chair, or no more than two co-chairs, will be established by the Special Committee and approved by the Board of Directors.

Article VII: Meetings and Special Meetings

Section 6.1: Membership Meetings. Regular meetings will be held no less than quarterly, with an Annual Membership meeting to be held at the fall quarterly meeting. At the quarterly membership meetings the membership shall develop and approve the UJTF's goals and general policy objectives. At the Annual Membership Meeting the membership shall elect the Board of Directors and Officers, receive reports on the UJTF's activities, and determine the direction of the UJTF for the coming year.

Section 6.2: Notice of Membership Meetings. The Secretary shall give notice of the hour, date, and place of the meeting either by telephone, USPS mail, or email at least one week prior to the scheduled meeting.

Section 6.3: Board Meetings. The Board shall meet monthly at an agreed upon time and location. At Board meetings, the Board shall make management and operational decisions.

Section 6.4: Notice of Board Meetings. Official Board meetings require that each Board member be given written notice through USPS or email at least one week in advance.

Section 6.5: Democratic Rules of Order. Procedures for all meetings shall be in accordance with the latest revised edition of Democratic Rules of Order otherwise stated in these by-laws and with any applicable provisions of New York State Law.

Section 6.6: Special Meetings. The purpose of special meetings will be for the discussion of time sensitive or crucial circumstances that need to be addressed in a timely or urgent fashion. The President or other Directors of the Board may call special meetings for the Board and members at any time

Section 6.7. Special Meetings of the Membership. Special meetings of the membership may be called by the President of the Board of Directors. A petition signed by 25% percent of the voting membership may also call a special meeting. At any special meeting of the membership, at least 50% of the Board and at least 50% of the membership must be present to establish a quorum of the special meeting.

Section 6.8: Special Meetings of the Board. Special meetings of the Board shall be called upon by request of the President, or one-third of the Board. Notice of special meetings shall be sent out by the Secretary through written notice via USPS or email at least one week in advance to each Board member.

Section 6.9: Standing Rule. The chair of the membership and board meetings shall be permitted to participate in discussion with the same privileges as other members except for the privilege of making a motion or seconding a motion.

Article VIII: Employees

Section 7.1: Staff. The Board of Directors reserves the right to hire employees if and when it is determined by the Board to be necessary or useful to the purposes, goals, objectives, and overall mission of the UJTF.

Article IX: Non-Liability

Section 8.1: Non-Liability of Directors and Members. The Board of Directors and UJTF members shall not be personally liable for the debts, liabilities, or other obligations of the UJTF.

Article X: Compensation

Section 9.1: Compensation. The Board of Directors and members will not be compensated, but may be reimbursed for specific expenses incurred as a result of carrying out directives of the UJTF. Such reimbursement, if any, shall be approved by the Treasurer and one other officer.

Article XI: Amendments

Section 10.1: Amendments of By-Laws. These By-laws may be amended by a 2/3 majority vote at any regular or special meeting of the membership. Amendments must be proposed and distributed in writing to the membership at least two weeks prior to such a meeting.