

**BY-LAWS
OF
THE INTERNATIONAL FEDERATION OF SETTLEMENTS
AND NEIGHBOURHOOD CENTRES, INC.**

The following shall be the By-Laws for the management of the International Federation of Settlement and Neighbourhood Centres, Inc. (Hereinafter called The Federation) and for the conduct of business at all meetings held in accordance with the Certificate of Incorporation.

1. MEMBERSHIP

- (a) Membership in the Federation is open to multi-purpose community-based organizations that subscribe to the Certificate of Incorporation and pay the membership fees.
- (b) There shall be no restriction on the number of bodies from any particular country who may become a member of the Federation.
- (c) Application for membership shall be dealt with by the Board of Directors but the Federation shall have the right to review the membership of any organization as laid down in the Certificate of Incorporation.

2. MEMBERSHIP FEES

- (a) Payment of membership fees shall fall due on such date as the Board of Directors determines.
- (b) Any member unable to pay all or part of its fee at the due time must notify the Executive Director who will refer the matter to the Board of Directors for Consideration.
- (c) The Board of Directors shall have the power to waive payment of all or part of a member's fee for one year only, if it is felt that there is significant justification for doing so.
- (d) Any member not paying its fee for one year without the agreement of the Board of Directors shall cease to be a member of the Federation.

3. PROCEDURES FOR NOMINATIONS AND ELECTIONS

- (a) **Member Representatives**
In accordance with the provisions of the Certificate of Incorporation, each Member is entitled to one representative. The representative may be changed at any time, but notice of a change in representation at general meetings of the membership must be submitted in writing to the Executive Director two days prior to the General Assembly.

- (b) **Officers**
In accordance with the provisions of the Certificate of Incorporation, the Officers of the Federation shall be elected at a meeting of the Board of Directors called for that purpose.
- (c) **Board of Directors**
In accordance with the provisions of the Certificate of Incorporation, the members of the Board of Directors shall be elected by the Federation. Members who are appointed representatives of member organizations can be nominated for election to the Board of Directors.

The Board of Directors shall be composed of the following:

- 24 voting members elected by the membership
- the immediate past president as a voting member
- half of the Board members will be elected for a four year term at each bi-annual general meeting of the members

Invitations to nominate Board members will be circulated to all members of the Federation, by the Executive Director, at least two months before the date of the Federation Meeting at which the election will take place.

Nominations in writing must be received by the Executive Director before the meeting.

Nominations will be taken from the floor, if the number received before the meeting is insufficient.

4. FEDERATION MEETINGS

- (a) **Frequency of Meetings**
In accordance with the provisions of the Certificate of Incorporations, the Federation shall meet not less than once every two years. It shall be the responsibility of the Board of Directors to make arrangements for such meetings.
- (b) **Notice of Meeting**
At least two months notice of a meeting shall be given to Federation Members by the Executive Director.
- (c) **Observers**
Observers may, by invitation, attend meetings of the Federation in a non-voting role.

5. MEETING OF DIRECTORS

- (a) **Frequency of Meetings**
The Board of Directors shall normally meet at least three times in each year.

- (b) Notice of Meetings
At least two weeks notice of meeting shall be given by the Executive Director.
- (c) Sub-Committees
The Board of Directors in accordance with the provisions of the Certificate of Incorporation may, from time to time, appoint sub-committees. The sub-committee shall keep records of all meetings and report to the Board of Directors.
- (d) Removal of Elected Members
The Board of Directors shall have the power to unseat an elected member with or without cause by a two-thirds vote of the Board of Directors. Any Director who misses (in person or electronically) three consecutive meetings of the Board of Directors is automatically removed unless the Board acts to reinstate the member.
- (e) Vacancies on the Board of Directors
In the event of a vacancy occurring among the elected members for whatever reason, the vacancy shall be filled for the remainder of the original member's term by the Board of Directors.
- (f) Participation by Electronic Means (telephone, video conference, as examples) as is consistent with the laws of the State of New York.
Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee 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.
- (g) Observers
Observers may, by invitation, attend meetings of the Board of Directors in a non-voting role.
- (h) A minimum of one-third of the Board of Directors must be present in order to constitute a quorum for the transaction of business. In addition, board meetings must include representation from at least three different countries.

6. FUNCTION OF THE EXECUTIVE DIRECTOR

The function of the Executive Director shall be that of manager and coordinator of the Federation and its relation with other agencies. The Executive Director shall prepare policy matters and carry out the administration of the Federation in consultation with the Board of Directors. The Executive Director shall provide reports to the Board of Directors on his/her work. Staff appointments shall be on the recommendation of the Executive Director and approved by the Board of Directors.

7. SUBMISSION OF RESOLUTIONS TO THE FEDERATION

- (a) **Resolutions from Members**
Resolutions, which shall be in writing, may be submitted by member organizations for the consideration of the Federation. Such a resolution shall be submitted at least two months before the date of the meeting at which it is to be considered. The resolution will be circulated to all members by the Executive Director at least four weeks before the meeting.
- (b) **Resolutions from the Board of Directors**
The Board of Directors shall have the power to submit resolutions to the Federation. These resolutions shall be circulated by the Executive Director to all members at least four weeks before the meeting.
- (c) **Amendments**
Amendments to resolutions may be sent in writing to the Executive Director before the meeting or they may be taken from the floor.
- (d) **Seconders for Resolutions**
Because of the geographical distances involved it is not essential to obtain a formal seconder of a resolution before the meeting.
- (e) **Later Resolutions**
Resolutions submitted later than the stipulated date may be considered by the Federation if a majority vote so to do is obtained at the meeting.

8. PROCEDURE AT MEETINGS GENERALLY

Because of possible language difficulties, strict rules of debate will not be embraced at meetings. Members will be expected to conduct themselves in a reasonable manner and to show tolerance for the points of view of others.

9. VOTING PROCEDURE

- (a) **At Federation Meetings**
Voting for elections, resolutions and amendments shall be by ballot. In the event of a tie the person chairing the meeting shall have a second or casting vote. Members shall be entitled to one vote each.
- (b) **At Board of Directors Meetings**
Voting at meetings of the Board of Directors shall be by a show of hands. In the event of a tie the person chairing the meeting shall have a second or casting vote. Each Board of Directors Member shall have one vote.

10. REGIONAL STRUCTURE

The Federation may seek to develop regional structures in Europe, the Americas

and other regions as membership grows. The aim of the Regional Groups is to:

- coordinate and extend joint activities among community organizations throughout the Region;
- initiate the creation of new multi-purpose community-based organizations in the Region;
- promote meetings, exchanges and other relevant activities linking members in different countries within the Region.

11. EQUAL OPPORTUNITY

- The Federation shall strive to preserve and strengthen the basic character and identity of the organization by:
 - giving all persons an equal opportunity to contribute to the benefit from the Federation;
 - defining open and clear processes for democratic decision-making and promoting mutual respect;
 - taking active measures to prevent any one group from exercising dominance through outlook, values, language, etc.;
 - continually adapting policies and practices to reflect changes in the composition of the Federations membership, audience and environment.

12. CONFLICT OF INTEREST

Members of the Board of Directors, members of Standing and Advisory Committees and management staff of The Federation must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as board or staff of The Federation.

Any duality on the part of any member of the Board of Directors shall be disclosed to the Board of Directors and made a matter of record through an annual procedure and also when the interest becomes a matter for Board of Directors action.

Any Board member having a duality of interest shall not vote or use his/her personal influence on the matter, and he/she shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

Any new member of the Board of Directors will be advised of this policy upon entering the duties of his/her office.

A like standard shall apply to members of all Standing and Advisory Committees and management staff. All such policies shall also be applicable to any member of one's immediate family or any person acting on his/her behalf.

Board members, Committee members and Management Staff will be required to attest annually to their familiarity with The Federation policy in this regard and to provide information concerning any possible conflict of interest so that disclosure may, if

necessary, be made.

Whenever a conflict exists, the matter in question shall be disclosed at a regular meeting of the Board of Directors and reflected in the minutes of that meeting.

Specific Application of the General Policy

1. Financial Interests: "Financial interest" for this purpose shall mean any position as owner, officer, board member, partner, employee or other beneficiary. A possible conflict of interest arises when a Board member, Committee member or management staff member holds a financial interest in or will receive any personal benefit from a business firm furnishing services, materials or supplies to the Agency. Assuming that the amount of business done by the Agency with any publicly held company has virtually no effect on the total results of such a company, "financial interest" shall not include the ownership of shares in a publicly held corporation.

2. Fund raising: a potential area of conflict arises when a Board member, Committee member or management staff member engages in fund raising for projects, programs or events similar to those conducted by The Federation. Therefore, no Board member, Committee member or management staff member shall knowingly compete with The Federation by raising funds for such projects, programs or events. In the matter of fund-raising, any time that a conflict arises between the needs of The Federation and a person identified above, those of The Federation must prevail.

3. Use of The Federation Services, Property or Facilities: Another area of potential conflict involves the use of The Federation services, property or facilities. When a Board member, Committee member or management staff member seeks staff assistance or the use of The Federation property or facilities they should not expect that such assistance will be rendered to an extent greater than that available to a member of the general public in similar circumstances or with similar needs. To the extent that extraordinary assistance is provided, there should be a clear understanding of how this assistance will benefit The Federation.

4. Privileged Information: A Board member, Committee member, or management staff member must never use the information received while serving The Federation if the personal use of such information would be detrimental in any way to The Federation. Any actions that might impair the reputation of The Federation must also be avoided.

13. MISCELLANEOUS

(a) Books

There shall be kept at the office of the Federation correct books of accounts of the activities and transactions of the Federation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws, and all minutes of meetings of the Board of Directors.

- (b) Fiscal Year
The fiscal year of the Federation shall be the calendar year ending December 31.
- (c) Corporate Seal
The Corporation has no corporate seal.

14. INDEMNIFICATION

- (a) Indemnity Under Law
The Federation shall indemnify and advance the expenses of each person to the full extent permitted by the New York Not-For-Profit Corporation Law as the same now exists or may hereafter be amended.
- (b) Additional Indemnification
 - i) The Federation hereby agrees to hold harmless and indemnify each of its directors, officers, employees and agents (the Indemnitees) from and against, and to reimburse the Indemnitee for, any and all judgments, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorneys fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favour, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Federation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a director or officer of the Federation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitees fiduciary duty as a director, officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise under any stats or federal law or otherwise; provided, however, that no indemnity pursuant to this Section (b) shall be paid by the Federation (i) if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitees 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 the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith and/or was dishonest.
 - (ii) The obligation of the Federation to indemnify contained herein shall

continue during the period the Indemnitee serves as a director, officer, employee or agent of the Federation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a director or officer of the Federation or served at the request of the Federation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(iii) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is not to be made against the Federation under this Section (b), notify the Federation of the commencement thereof, but the omission so to notify the Federation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section (b). With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Federation of the commencement thereof:

(1) The Federation will be entitled to participate therein at its own expense; and,

(2) Except as otherwise provided in the last sentence of this subpart (2), to the extent that it may wish, the Federation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee of its election so to assume the defense thereof, the Federation will not be liable to the Indemnitee under this section (b) for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart (2). The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Federation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the employment of counsel by the Indemnitee has been authorized by the Federation in connection with the defense of such action, (B) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Federation and the Indemnitee in the conduct of the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Federation (it being understood, however, that the Federation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Federation shall not be entitled to assume the defense of any action, suit or

proceeding brought by or on behalf of the Federation or as to which the Indemnitee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart (2).

- (3) Anything in this Section 2 to the contrary notwithstanding, the Federation shall not be liable to indemnify the Indemnitee under this Section (b) for any amounts paid in settlement of any action or claim effected without its written consent. The Federation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitees written consent. Neither the Federation nor any such person will unreasonably withhold their consent to any proposed settlement.
- (4) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Federation to the Indemnitee pursuant to this Section (b), the Federation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification pursuant to this Section (b). The Federation shall make such payments upon receipt of (i) a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Federation hereunder, and (iii) evidence satisfactory to the Federation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.
- (5) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Section (b) shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Not-for-Profit Corporation Law of the State of New York, the Federations Certificate of Incorporation or otherwise under the Federations By-laws, as now in effect or as hereafter amended, any agreement, any vote of members or directors, any applicable law, or otherwise.

(c) Limitation

No amendment, modification or rescission of this Article 13 shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or

rescission is adopted.

15. AMENDMENTS TO THE BY-LAWS

The present By-laws may be amended by the Board of Directors in accordance with the provisions of the Certificate of Incorporation, subject to review by the Federation. In any event they shall become effective immediately.