



BOARD MEMBER
ORIENTATION

2021-2022



Welcome to our new Center for Youth board members:

As the Executive Director and the Board President, we appreciate this opportunity to introduce you to the Orientation Manual for Center board members. It is important to us both to assure that as a new member of our board, you have access to information and documents including the agency's philosophy and history as well as our Strategic Plan and programmatic updates. With this information, you will be even more prepared to support our goals and dreams for our agency and our youth. And as you may know, as board members, you have an overarching fiscal responsibility and therefore, offering full financial and budget information is essential.

The relationship between the administration, the staff and our valued Board members has always been one of mutual respect and transparency; sharing this information fosters our joint goal of working cooperatively and diligently on behalf of the youth we serve. Each year, the Governance Committee puts a great deal of effort and care into recruiting and selecting outstanding board members. And this year's new members certainly helped us achieve that goal. Soon we will also be adding a board portal so that board members can access agendas and minutes from committees that they may not sit on but would like to know more about.

In 2021, we had some hard circumstances to face as an agency and as a board, and together we stood strong against many odds. And that's why we are grateful for your interest in our work and your commitment to join us. The time for strong board members has never been more important. This year we "built a bridge of peace" and we welcome you on board, as we continue to create a beloved community for our youth, for they deserve our very best efforts. For 50 years we have been listening to youth voices and we know that you will join us as we continue this commitment.

We send our appreciation and hope to see you in person soon!!!

A handwritten signature in black ink that reads "Michael Piccolo".

Michael Piccolo
President, Center for Youth Board

A handwritten signature in black ink that reads "Elaine M. Spaul".

Elaine Spaul
Executive Director

THE CENTER FOR YOUTH SERVICES, INC.

BOARD ORIENTATION MANUAL 2020-2021

Table of Contents

- ❖ **Agency Principles**
 - Mission, Vision, Promise
 - Core beliefs, philosophy, etc.
 - Strategic Plan

- ❖ **Board Membership**
 - List of Board Members & their contact information
 - Dates of full board meetings
 - Board Committee Assignments

- ❖ **Role of Directors**
 - Board of Directors Expectations and Responsibilities
 - Guidelines for Board committees and Chairpersons
 - Board Mentor Program
 - Document from NYS Attorney General – Responsibilities of Directors of Not-For-Profit Corporations

- ❖ **Charters & Governing Documents**
 - Restated Certificate of Incorporation
 - Certificate of Amendment
 - By-Laws
 - Charters of all Board Committees

- ❖ **Selected Policies**
 - 12 Step Program Evaluation
 - Conflict of Interest Policy
 - Whistleblower Policy

- ❖ **Financial Information**
 - 2020-21 Budget
 - Pie charts of Revenue & Expenses
 - Financial Issues Board Members should address
 - Heveron's Audit Summary

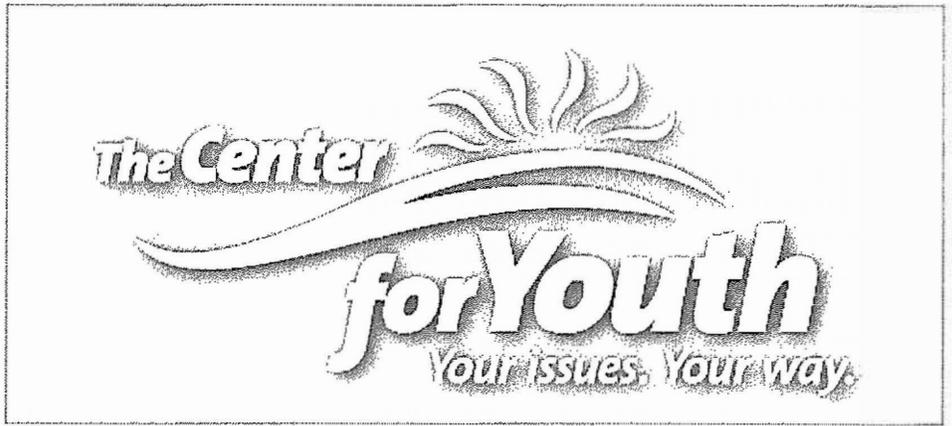
- ❖ **Program Information**
 - Programs of The Center
 - Organization Charts with key staff names

- ❖ **Other Agency Information**
 - CYS Properties – Certificate of Incorporation
 - Associates Board Charter
 - Historical Highlights
 - Acronyms/Abbreviations



Tab 1

Agency Principles



Mission

We partner with youth to realize their full potential, by creating **opportunities**, removing **barriers**, and promoting **social justice**.

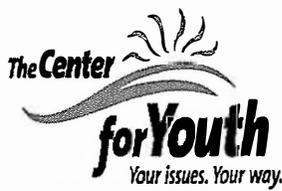
Vision

We envision a world where all youth grow and thrive in an equitable and beloved community.

Our Promise to Youth

Started by kids, for kids - we offer services rooted in a culture of belonging, growth, and understanding, to ensure youth voices will always be heard and respected.





Our Commitment

To our youth

- We will be honest and treat every youth with respect.
- We will maintain confidentiality and respect the youth's need/desire for privacy.
- We will listen to our youth because everyone has a voice to be heard.
- We will not judge.
- We will maintain The Center's Mission and Philosophy—"Your Issues, Your Way".
- We will believe in every youth even though we may be the only ones to do so; even when they do not believe in themselves.
- We will see the potential in every youth.
- We will always look for strengths in our youth and focus on the positive.
- We will encourage youth to explore their strengths and talents and reach for their dreams.
- We will embrace and encourage the ideas of our youth.
- We will instill hope in our youth.
- We will advocate for our youth.
- We will be energetic, empathic, understanding and enthusiastic when interacting with youth.
- We will be role models for youth and adults.
- We will work towards one common goal to better the community.
- We will recognize our individual limitations and consult or refer when appropriate.
- Our doors are always open, so are our hearts.

To ourselves

- We will always look for strengths in ourselves.
- We will take care of ourselves so that we can take care of others.
- We will make it a priority to invest in ourselves—physically, mentally and emotionally.
- We will maintain a healthy, conducive working environment.
- We will try to be our best selves every day.
- We will keep the "big picture" in view in the work that we do and the experiences we have.
- We will see the good lesson in every situation.
- We will continually learn through new knowledge and experiences.
- We will be aware of our personal issues and work to prevent them from affecting others.

To each other

- We will be honest and treat each other with respect.
- We will treat others as we want to be treated.
- We will always look for strengths in our colleagues.
- We will embrace and encourage the ideas of our colleagues.
- We will instill hope in our fellow staff members.
- We will listen to and support each other.
- We will talk to and seek support from each other.
- We will lead by example.
- We will take time to have fun and interact with each other.
- We will provide coworkers with positive feedback in a supportive network.
- We will work together cooperatively as a team.



THE CENTER FOR YOUTH Philosophy Highlights*

In 1971, a group of Monroe County high school students came together around a shared vision of a *center founded by youth for youth*. The result was the creation of a "Philosophy Statement" and, ultimately, the actualization of their dreams. These original values continue to guide our work to this day. The following are highlights from that statement:

Overarching Belief:

"Adolescence is a time of transition and an opportunity to empower youth."

The Center values and affirms the assets and strengths of youth. We view adolescence as an 'age and stage' of development *not* a problem to be solved.

Guiding Principles:

"The Center advocates for youth."

The Center validates youth and recognizes the importance of their contributions. We also advocate for the community be responsive to and inclusive of its young people.

"Youth are capable of making right decisions."

The Center helps youth explore the consequences of their choices. We believe that when accurate information is provided in a supportive and encouraging environment, most young people can and will solve the problems they face.

"We are most effective when we build upon existing strengths."

The Center serves youth who face many challenges, difficulties and hardships. We believe that every young person possesses numerous strengths and assets. It is our charge to help youth recognize their strengths and use them as a foundation upon which to grow.

Operational Guidelines:

"The Center needs to be accessible."

The Center seeks to be available and inviting to youth. We are sensitive to their needs in all areas of operations including: location, hours, fees (free), style, and service approach.

"Youth need to voluntarily participate in the assessment and delivery of services."

The Center provides services to those youth who request and actively participate in them. We believe that *empowerment* is a process that can be supported and encouraged and cannot occur when one is *doing to* or *doing for* another.

"Youth have a right to confidential services."

The Center is committed to providing confidential services to youth. Since 1967, court decisions have upheld the right of young people to confidentiality. We know that when youth understand that their confidence is respected, they are more apt to access services. We also understand the importance of family support and involvement in the resolution of issues and concerns. Whenever appropriate, we encourage youth to invite their family to participate in services with them.

"The Center is an entry point to other services."

The Center's role is to be available, assess assets and concerns, and assist youth in obtaining needed services. Because we do not diagnose, provide foster care, or treat chemical dependency, coordination with other youth serving providers is crucial to our ability to serve the youth who come to us.

"Youth need to have input in the operations of The Center."

The Center was founded by youth for youth. We are committed to obtaining input from youth, whenever possible, regarding Center services and operations.

The youth who founded The Center envisioned a radical notion and philosophy of service delivery. Their vision continues to be radical in today's world and is still The Centers' guide for fulfilling its Mission.

(*) Prepared by Marian Moschetti, Director of Programs, from the "Founding Philosophy" statement, (9/00).



Opportunity. Equity. Social Justice.



2020-2022

Strategic Plan

Prevention City Struggle Promise Restorative Teen Journey Volunteer Struggle Poverty Success Shelter
Strategy Crisis Nursery Struggle Poverty Team Joy
Family Cradle Baby Chrysalis House Thank You Rochester Donate LGBTQ Greece Promise
1971 Brighton Violins Brighton School 45 Cradle Support Restorative Greece
Pride Race Justice Explore Hope Family Safe Harbour Teen
City Love Goals Hope 1971 Equity Hope Family Safe Harbour
TLP Newborn College Equity Success Restorative
Pantry Joy **CENTER FOR YOUTH SERVICES** Explore Goals
Race FASHION WEEK Commitment Goals Host Homes Monroe Ave Earthworks Leadership Safe Harbour
Healthy FASHION WEEK Shelter new york Gender
Power School 45 LGBTQ Outcomes Hilton MUSIC Prevention
Pride Thank You Baby Teen Court MUSIC TLR Pride
1971 College Denosed Violins Baby Reclaim Joy Journey Brockport
Goals Rochester Justice 1971 Barriers Love
TLP City Hope **RIGHTS Gender Street Outreach Pantry**





Message from the Executive Director

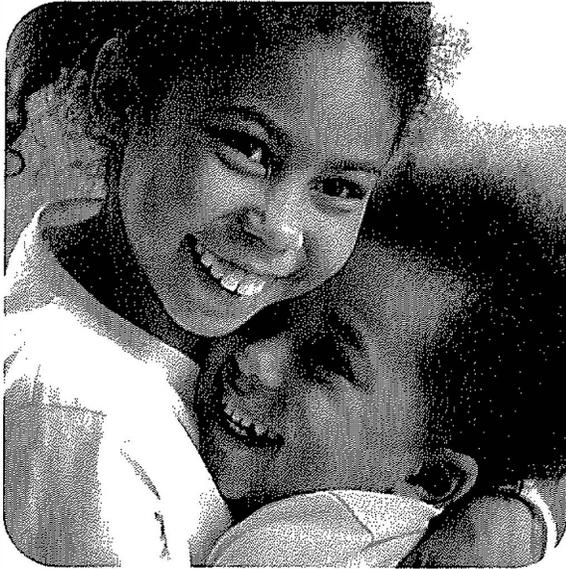
"A Beloved Community, a community in which people of different backgrounds recognize that we are all interconnected, and that our individual well-being is inextricably linked to the well-being of others"

Rev. Dr. Martin Luther King Jr.

For almost 50 years, The Center for Youth Services has been a leading partner of youth services in the Rochester/Monroe County area. We partner with youth and young adults, schools, community-based organizations, and others to ensure that youth have the resources need to heal, grow, and thrive. 9 out of 10 youth we serve do better in school, stay out of the juvenile justice system, and remain in safe stable housing. We work one-on-one with youth as well as their families, teachers, and other adults in their lives to get these great results. We also strive to assist institutions in transforming their cultures, programs, and operations to be more inclusive and responsive to the voices and needs of youth. In addition, we train representatives from community organizations each year on our proven practices for building positive relationships with and outcomes for youth – especially youth of color, LGBTQ+ youth, and youth who have experienced poverty and trauma.

As more communities and institutions struggle to address disparities and issues of an inequitable society, the need to transform systems, cultures, policies, and practices – all in partnership with young people themselves – has never been more urgent. Our community simply needs a renewed focused on building a beloved community. Our new strategic plan delivers this promise.

It builds on our past success, partnerships, and core expertise, while scaling them up for greater reach and impact to transform our community.



The Center for Youth Services provides comprehensive services for youth and young adults ranging from crisis housing, in-school supports, and workforce development

“My main priorities should be for the future, but I can’t worry about that.

I have to be worried about what’s going on right now.”

“Dwayne” 17

“I lack the simplest of things and it frightens me daily.”

“Jennifer” 16

The Communities we serve need the Center for Youth Services

Rochester, New York, is a city at promise, as it is a city on the cutting edge of development and retains the unfortunate distinction of having one of the highest rates of childhood poverty in the nation. Poverty is not just a lack of financial resources but the absence of opportunity. Significant disparities exist for youth and young adults of color in the areas of health, education, and economic opportunities. On any given night there are approximately 300 youth in the Greater Rochester are who may be homeless or in a precarious living situation and over 30, 000 youth that need access to social-emotional supports and prevention education in schools all across the city.

Our Purpose

The Center for Youth Services offers services rooted in a culture of belonging, growth, and understanding to ensure youth voices will always be heard and respected.

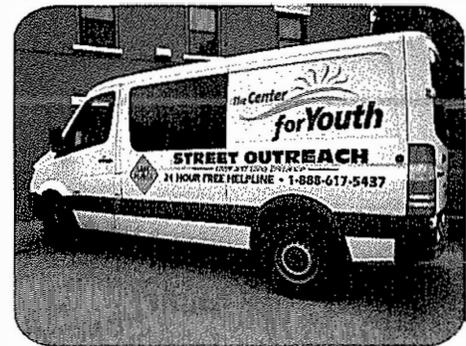
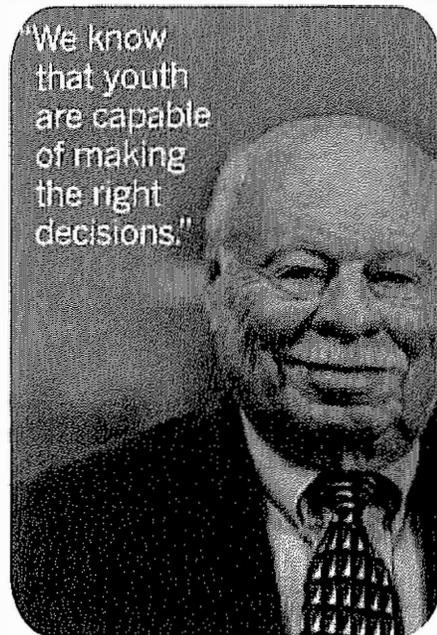
Our Impact

In 1971, the Center for Youth Services was created in Rochester, NY by a group of high school students who simply had a vision that there would be a center in which all youth who needed a safe place could receive support.

The organization was founded with these basic tenets that have guided the work for almost five decades:

- **Advocacy and Accessibility:** The Center validates youth and recognizes the importance of their contributions. We also advocate that the community be responsive to and inclusive of its young people. The Center seeks to be available and sensitive to their needs in all areas of operations including: location, hours, fees (free), style, and service approach.
- **Strengths Based Approach:** The Center serves youth who face many challenges, some face difficulties and hardships. We believe that every young person has many strengths and assets within them. It is our charge to help youth recognize those strengths and use them as a foundation upon which to grow. Empowerment is process that can be supported and encouraged and cannot occur when one is doing to or doing for another.
- **Youth Voice:** “Youth need to have input in the operations of The Center.” The Center was founded by youth for youth. We are committed to obtaining input from youth, whenever possible, regarding Center services and operations.

The organization’s mission statement is a synthesis of this practice: We partner with youth to realize their full potential, by creating opportunities, removing barriers and promoting social justice. The Center's history and experience for more than 48 years of providing innovative methods and effectively working towards providing excellent and comprehensive services and supports to our most vulnerable youth including those facing homelessness and sexual exploitation and human and goals of having access to safe housing, education, employment opportunities, and connection to adults they can trust, just like their peers who aren't experiencing these challenges, progress is made.





What We Do

In 1971, The Center for Youth Services was created by a group of high school students who simply had a vision that there would be a center in which all youth who needed a safe place could receive support. The organization has grown to offering a spectrum of services, including:

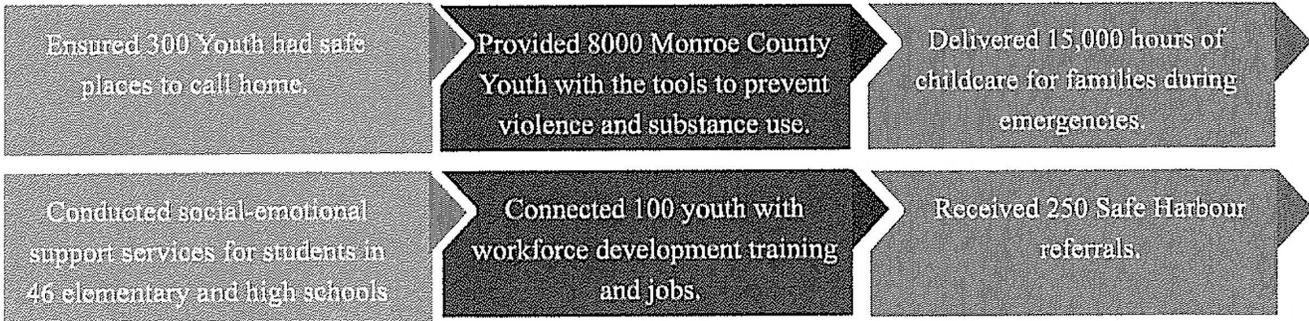
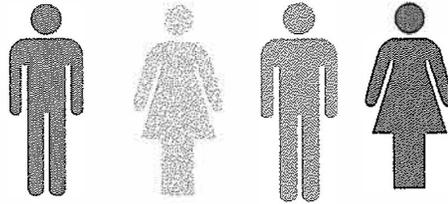
- The **Street Outreach** team is on the streets three days a week and provides case management in the office five days a week to meet with street youth. They offer food, supplies and basic health care and encourage them to partner with us to find safe housing.
- Our 13-bed **Emergency Shelter** serves youth ages 12 to 18 years old for up to 30 days and is the only free and voluntary emergency shelter in our community to care for youth under the age of 16.
- The **Transitional Living Program** provides case management and housing services to youth, 16-21, who are living in unstable conditions or who are homeless to help them become self-sufficient. The program has a residential and nonresidential component.
- The **Chrysalis House**, part of TLP, is our maternity group home where young mothers and their children and pregnant teens receive shelter and essential support services to help them live on their own and take care of their children.
- Our **Crisis Nursery** provides temporary child care during family emergencies at two locations.
- The **Safe Harbour** program generates awareness of youth trafficking in the Greater Rochester area while working directly with victims and potential victims to connect them with resources.
- The **New Beginning House**, provides shelter and guidance to young men who were homeless or disconnected from their families.
- **Rochester Teen Court** helps teen defendants learn from their mistakes rather than becoming involved in the criminal justice system.
- The Center also delivers an array of **School Based Services** to thousands of young people each year, including the Alternative-to-Suspension program, Crisis Intervention, After-School Program at Urban Choice Charter School and Prevention Education Services as well as a magnificent violin program for students at School 19.

Numbers Served

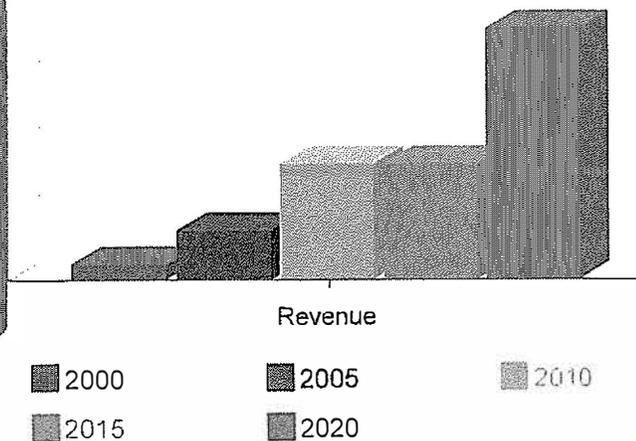
In 1971, a group of students from Brighton High School had an idea to create a "center" that would meet needs specific to youth. Since then the Center has served thousands of youth on their terms.

In 2018-19:

23,000 Youth Served



Agency Revenue Growth Over the Decades



Strategic Planning

In the spring of 2019, the Center for Youth Board of Directors and Staff began a process to develop a Strategic Plan that would guide the organization into the first years of the new decade, 2020. During pre-planning phase, it became clear that the plan must be comprehensive and give a 360 view of how the organization is doing with its youth, external partners and the internal stakeholders. To lead the planning process, Center for Youth formed a Strategic Planning Committee to advise on the development of the plan and conduct the following research:

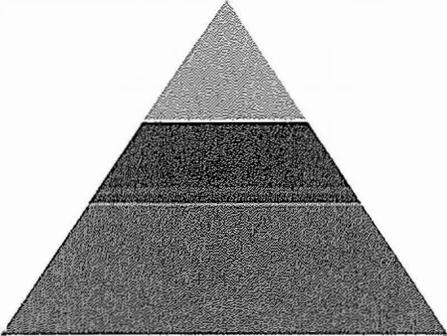
INTERNAL STAKEHOLDERS AND DATA SOURCES Interviews with Board of Directors, Executive Director, and program directors Board of Directors Survey Staff and Volunteer Survey, Series of Board and staff retreats and work groups, Historical analysis of Center for Youth programs and operations

EXTERNAL STAKEHOLDERS AND DATA SOURCES Interviews with foundations and community-based organizations, Focus groups with Center for Youth supporters, including institutional donors and community organizations.



Key Findings

Top 3 Concerns for Youth in Monroe County
CYS Staff and Community Partner Survey



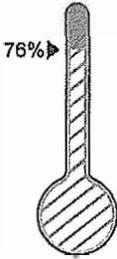
- ▲ Education 38.5%
- ▲ Mental Health 24.8%
- ▲ Poverty 36.6%



96% of CYS Staff report feeling as though their work is meaningful AND making an impact



81% of Community Partners Surveyed report and awareness of all CYS program areas



76% CYS Board of Directors find that its membership is inclusive in representation, diversity of perspectives, and in experience

During this process, the SP Committee and organizational leaders revised the Mission and Vision statements, and built a Strategic Plan to deepen awareness, impact and vitality of Center for Youth Services moving forward. The CYS 2020 Strategic Plan is designed to lay out the strategic priorities, and serve as a guideline for board, leadership team and staff members to develop individual action items in support of the objectives.

The Center for Youth Services will use the strategic planning process and resulting documents to enhance its commitment to Performance and Quality Improvement (PQI). Casey Family Programs and the National Resource Center for Organizational Improvement (NRCOI) define continuous quality improvement as the complete process of identifying, describing, and analyzing strengths and problems and then testing, implementing, learning from, and revising solutions. It relies on an organizational culture that is proactive and supports continuous learning.

The 2020 plan is a fluid document that will be reviewed every 90 days by the Strategic Engagement Team, which will be made up of the Executive Committee of the Board of Directors, along with the agency's Leadership Team

Highlights of SWOT Analyses

Strengths

Mission Driven
Youth Focused
Responsive
Strong Brand

Weaknesses

Need for infrastructure
Talent Retention
Siloed Brand Recognition

Opportunities

Greater Internal/External Collaborations
Expansion of RHY and School Based Programs

Threats

Uncertain Funding Climate
Federal Policy Changes

Vision

We envision a world where all youth grow and thrive in an equitable and beloved community.

Mission

We partner with youth to realize their full potential, by creating opportunities, removing barriers, and promoting social justice.

Promise

Started by kids for kids -we offer services rooted in a culture of belonging, growth, and understanding to ensure youth voices will always be heard and respected.

2020 STRATEGIC DIRECTION

With a thorough analysis of our changing environment, the needs of our communities, and building upon those distinguishing strengths of CYS, the agency cultivated three overarching priorities:

Remove Barriers by Partnering with Youth, Families and Community Partners: Ensuring that youth and their families have the skills and resources needed for healthy lives and relationships and rewarding futures.

Create Opportunities by Strengthening & Growing the Organization: The Center for Youth Services has the people, resources, and expertise to strengthen and expand its pioneering work. A focused commitment to quality programming and evaluation, staff leadership development and diversification of funding.

Promote Social Justice by advocating for Just & Effective Policies: Public policies measurably and equitably benefit all youth and youth must have a voice in shaping policy. The Center for Youth partners with youth to ensure their voices are heard and that all services provided aim to ameliorate the impact of systemic inequity.

Measures of Success

1

Maximize Program Impact - Youth who seek services from CYC should experience an easily accessible way to obtain services. This includes knowledge of what services are available, their location and eligibility. Youth will have a high quality experience guided caring, professional staff and evidenced based approaches.

GOALS



Evaluate programs for efficiency and opportunities for growth.

Identify and develop tracking mechanisms for all data required by external regulating bodies.

Analyze the efficiency of current data entry and reporting mechanisms.

Data will be accessible, easily distributed, and utilized for ongoing improvement of services.

Create efficient quality assurance protocol.

Expand Implementation of Evidence Based Practices for RHY and School Based Programs.

Create an agency youth council to function as advisory committee and consistent feedback loop on youth satisfaction.

Measures of Success

2

Enrich the Workplace- *Having healthy, quality staff members are the key to providing the best service for our youth.*

GOALS

Examine benefit structure, cost of living increases and overall pay structure.

Review and assess our recruitment and retention strategies to decrease staff turnover.

Assess and implement leadership development at multiple levels to ensure that there is appropriate succession plans for key positions.

Create long term Capital Plan – Including Facility/Vehicle Assessment



Measures of Success

3

Financial Sustainability: *A key component of the trust between CYS and the community is the commitment that CYS will be here tomorrow; this requires a financial model that ensures longevity.*

GOALS

Diversify revenue sources

Increase sustainable revenue streams: *this will ensure that the continued focus on fund diversification allows for unrestricted funding that will allow for a nimble response to meeting unmet needs for youth in our community.*



Measures of Success

4

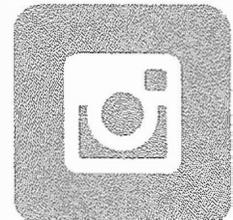
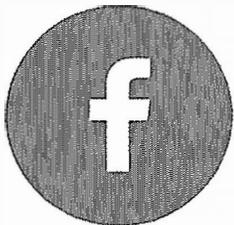
Increase Community Awareness, Education, & Engagement-
Build on the CYS brand identity, enhance awareness and community support.

GOALS

Communicate and engage with the donors, families, staff members and community via social media, increased face-to-face visits, direct mailings, open houses and telephone contact.

CYS management team, internal stakeholders and marketing committee will have on-going dialogue regarding progress, status and feedback on the implementation of the marketing plan and the resulting effects on program census.

WALK WALK THE WALK



Measures of Success

5

Commit to advancing the agency's progress on Diversity, Equity, and Inclusion: an organization is stronger when it reflects the communities it serves and ensures that DEI is embedded into daily practice - ensuring an environment of learning and accountability.

GOALS

Evaluate programs and internal policies that may impede progress towards advancing DEI

Examine recruitment strategies for leadership and board positions

Facilitate community conversations; further the dialogue on the impact of DEI on the lives of the youth served by CYS.



Tab 2

Board Membership

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Armstrong, Zachary	2019	September, 2022 Audit, Finance & Investment Committee		Financial Advisor, CFP Sage Ruddy & Co. 100 Corporate Woods Suite 300 Rochester, NY 14623 585-512-2391 zarmstrong@sageruddy.com
Beardsley, Kate	2015	September, 2024 Audit, Finance & Investment Committee	638 Yardley Court Webster, NY 14580 Home: 585-330-4211	Sr. Director of Accounting, CPA Harris Corporation 1680 University Ave, Mail Stop 840 Rochester, NY 14610 Work#: 585-720-8772 Cell #: 585-281-7256 Email: kbeardsl@harris.com
Boyce, David	2017	September, 2023 Human Resources Committee	10 Sunrise Hill Pittsford, NY 14534	Executive Vice President and President/CEO Tompkins Financial 90 Main St, Batavia, NY 14020 Cell #: 585-737-0330 dboyce@tompkinsfinancial.com
Braveman, Lorraine	2009	September, 2024 Program Committee	22 Sandy Lane Pittsford, NY 14534 Cell #: 315-256-1861 Email: lorraine.braveman@gmail.com	

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Burns, Margaret	2014	September, 2022 Program Committee	15 Carriage Lane Rochester, NY 14617 Home #: 585-544-4871 Cell #: 585-230-4600 Email: dmburns214@hotmail.com	Community Advocate
Burruto, Lauren	2007	September, 2023 Governance Committee	34 Sunset Blvd. Pittsford, NY 14534 Cell #: 585-259-4553 Email: lburruto@gmail.com	
Cerulli, Catherine (Kate)	2021	September, 2024 Fund Development Committee	Cell #: 585-975-9887 Email: Catherine_Cerulli@urmc.rochester .edu	Professor of Psychiatry at the University of Rochester Medical Center (URMC) University of Rochester Susan B. Anthony Center for Women's Leadership RC Box 270435 Rochester, NY 14627-0435
Dillard, Ja'Neisha (Neisha)	2021	September, 2024 Program Committee	17 Zygmet St., Rochester, NY 14621 Cell #: 585-553-8540 Email: neisha.dillard@gmail.com	Customer Service Representative

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Duckles, Kristen	2018	September, 2022 Human Resources Committee	202 Millford Crossing Penfield, NY 14526 Cell #: 585-729-8313 Email: kduckles@outlook.com	Executive Vice President Chief Administrative Officer Broadstone Real Estate 800 Clinton Square Rochester, NY 14604 Work #: 585-287-6520
Gaston, Daryl	2014	September, 2024 Program Committee	75 Christian Ave Rochester, NY 14615 Home #: 585-755-9280 Email: dgaston@rochester.rr.com	Police Sergeant Rochester Police Department Work #: 585-428-7385
Gossin, Cheryl	2019	September, 2022 Executive Committee Program Committee (Chair)	15 Crosswinds Circle Fairport, NY 14450 (585) 957-3701 cherylgossin@gmail.com	
Hancey, Christian D.	2017	September, 2023 Executive Committee Human Resources Committee (Chair)	8 Stonebridge Lane Pittsford, NY 14534 Home #: 585-586-3453 Cell #: 585-281-4032	Partner in Labor and Employment Group Nixon Peabody LLP 1300 Clinton Square Rochester, NY 14604 Work#: 585-263-1147 Email: chancey@nixonpeabody.com

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Hendee, Doug	2017	September, 2022 Executive Committee Fund Development Committee (Chair)	34 Cobblestone Xing Penfield, NY 14526 Cell #: 585-503-5606	VP, Chief Sales Officer Brighton Securities 1703 Monroe Avenue Rochester, NY 14618 Work #: 585-370-2232 Email: dhendee@brightonsecurities.com
Heyward, Miranda Secretary	2020	September, 2022 Executive Committee Audit, Finance & Investment Committee	45 Jensen Dr Rochester, NY 14624 Cell #: 585-957-1873	Manager of Accounting & Payroll Regional Transit Service 1372 East Main Street Rochester, NY 14609 Work #: 585-654-0247 Email: mheyward@myrts.com
Johnson, Teresa	2001	September, 2023 Governance Committee	29 Reynolds Street Rochester, NY 14608	Rochester City Court Judge Hall of Justice 99 Exchange Blvd.,Room 6 Rochester, NY 14614 Work #: 585-371-3406 Fax #: 585-371-3423 Email: tjohnson@courts.state.ny.us
Kielar, Bruce	2005	September, 2023 Executive Committee Governance Committee (Chair) Program Committee	51 Walnut Hill Drive Penfield, NY 14526 CELL #: 585-330-8553 kielar.bruce2@gmail.com	Freelance Creative Director/Art Direction & Design/Strategy

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Kreipe, Richard	2012	September, 2024 Program Committee	25 Tobey Woods Pittsford, NY 14534 Cell #: 585-356-5630 Rich.Kreipe@gmail.com	Professor Emeritus of Pediatrics University of Rochester Richard_Kreipe@URMC.rochester.edu
Martinez-Hernandez, Kermin	2020	September, 2023 Program Committee	Cell #: 787-475-5260	Assistant Professor Dept of Chemistry St. John Fisher College 3690 East Ave Rochester, NY 14618 Work #: 585-385-8379 Email: Kmartinez-hernandez@sjfc.edu
McDonald-Stoler, Nancy	2012	September, 2022 Human Resources Committee	44 Amity Street Spencerport, NY 14559 Home #: 585-617-4574 CELL #: 585-364-9401 Email: ebonyny@rochester.rr.com	Sr. Human Resources Services Manager Rochester Institute of Technology George Eastman Hall Room 5043 Rochester, NY 14623-5604 Work #: 585-475-6997 Fax #: 585-475-7170
Naclerio, Jessica	2020	September, 2023 Governance Committee	1489 Culver Rd Rochester, NY 14609 Cell #: 773. 771.3985 Email: jnaclerio@gmail.com	Attorney The Foti Law Firm, PC 16 W Main St Suite 100 Rochester, NY 14614

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Nelms, Shaun	2011	September, 2022 Program Committee	255 Macintosh Drive Rochester, NY 14626 Home #: 585-436-8645 Email: shaunnelms@gmail.com	Superintendent of East High School Director, Center for Urban Education Success, University of Rochester East High School 1801 E Main St Rochester, NY 14609
Nestle, Alicia	2021	September, 2024 Fund Development Committee	Email: alicia.nestle@gmail.com	Senior Manger, Community Engagement Constellation Brands, Inc. 207 High Point Drive, Bldg. 100 Victor, N.Y. 14564 Office: 585.678.7100 alicia.nestle@cbrands.com
Piccolo, Michael L. (President)	2003	September, 2024 Executive Committee (Chair) Governance Committee	7 Parham Drive Penfield, NY 14526 Home #: 585-388-5698	VP Finance/CFO, CPA Hahn Automotive 415 West Main Street Rochester, NY 14608 Work#: 585-464-3849 Email: mpiccolo@hahnauto.com
Pichardo, Milton	2015	September, 2023 Audit, Finance & Investment Committee	President/CEO MJ-DASH.inc 683 Ridgeway Ave Rochester NY 14615 Work #: 585-350-8243 Email: mpichardo@mjdash.com	Senior Project Manager Savin Engineers P.C. 70 Carlson Road, Suite 200 Rochester, NY 14610 Work #: 585-512-3820 Fax #: 585-512-3821 Email: Milton_Pichardo@rge.com

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Piper, Jason Treasurer	2016	September, 2022 Executive Committee Audit, Finance & Investment Committee (Chair)	6041 Amber Dr. Farmington, NY 14425 Cell #: 585-943-1558	Director, CPA EFPR Group 100 S Clinton Ave Suite #1500 Rochester, NY 14604 Work#: 585-340-5151 Email: jpiper@efprgroup.com
Rivera, Barbara	2019	September, 2023 Program Committee	193 Cady St Rochester, NY 14611 Cell #: 585-369-4212 Email: Barbrivera5@gmail.com	
Ryan, Lynn Vice President	2010	September, 2022 Executive Committee	333 Maple Dr, Penn Yan, NY 14527	Vice President, Commercial Relationship Mgr. Evans Bank 2163 Route 250 Fairport, NY 14450 585.478-4594 lryan@evansbank.com
Turner JR., Bishop William R.	2020	September, 2024 Program Committee	39 Favara Circle Rochester, NY 14609 Cell #: 585.738.9630 Email: bisopwilliamturner@gmail.com	Ph.D Pressing Bishop Temple of Restoration Ministries International The College of Brockport Email: wturner@brockport.edu

**BOARD OF DIRECTORS
2021 -2022 CONTACT INFORMATION**

NAME (BOARD TITLE)	YEAR JOINED	TERM EXPIRATION COMMITTEE(S)	HOME CONTACT INFO.	WORK TITLE & CONTACT INFO.
Weingarten, Martin	1971	September, 2023 Audit, Finance & Investment Committee Fund Development Committee Governance Committee Program Committee	30 Georgetown Lane Fairport, NY 14450 Home #: 585-223-7821 Email: weingartenm93@gmail.com	Attorney (retired)

The Center for Youth
SCHEDULE OF FULL BOARD MEETINGS
2021-2022

Time: 5:15 pm-7 pm

Notice of location to be provided prior to each meeting.

Monday, November 15, 2021

Monday, January 24, 2022

Monday, March 14, 2022 (Tentative Date)

Monday, April 25, 2022

Monday, June 27, 2022

Monday, September 19, 2022 (Annual Meeting)



IX. Board Committee Assignments 2021-22

Executive Committee:

- Michael Piccolo, Chair
- Cheryl Gossin
- Christian D. Hancey
- Miranda Heyward, Secretary
- Doug Hendee
- Bruce Kielar
- Jason Piper, Treasurer
- Lynn Ryan, VP

Audit, Finance & Investment Committee:

- Jason Piper, Chair
- Zachary Armstrong
- Kate Beardsley
- Miranda Heyward
- Milton Pichardo
- Martin Weingarten
- Lynn Ryan (ex officio)
- Michael Piccolo (ex officio)

Human Resources Committee:

- Christian D. Hancey, Chair
- David Boyce
- Kristen Duckles
- Nancy McDonald-Stoler
- Michael Piccolo (ex officio)

Fund Development Committee:

- Doug Hendee, Chair
- Catherine (Kate) Cerulli
- Martin Weingarten
- Alicia Nestle
- Evalyn Gleason, AB President (ex officio)
- Michael Piccolo (ex officio)



Program Committee:

- Cheryl Gossin, Chair
- Lorraine Bravemen
- Margaret Burns
- Ja'Neisha Dillard
- Daryl Gaston
- Bruce Kielar
- Richard Kreipe
- Kermin Martinez-Hernandez
- Shaun Nelms
- Barbara Rivera
- William Turner
- Martin Weingarten
- Michael Piccolo (ex officio)

Governance Committee:

- Bruce Kielar, Chair
- Lauren Burruto
- Teresa Johnson
- Jessica Naclerio
- Michael Piccolo
- Martin Weingarten
- Lynn Ryan (ex officio)

Human Resources Committee:

- Christian D. Hancey, Chair
- Barbara Duffy
- Nancy McDonald-Stoler
- Mike Piccolo (ex officio)

Program Committee:

- Cheryl Gossin, Chair
- Iman Abid
- Lorraine Bravemen
- Daryl Gaston
- Bruce Kielar
- Richard Kreipe
- Kermin Martinez-Hernandez
- Kishawn Medley
- Jessica Naclerio
- Shaun Nelms
- Barbara Rivera
- William Turner
- Martin Weingarten
- Lynn Ryan (ex officio)



Tab 3

Role of Directors

The Center for Youth Services

Board of Directors Expectations and Responsibilities

At the heart of any successful not-for-profit organization is an invested and engaged Board of Directors. This summary sets forth the expectations and responsibilities of our Board of Directors.

Mission: All programs and services at The Center for Youth, from prevention education to counseling, to emergency shelter, to youth development opportunities, are delivered with respect and the full participation of youth, and with the deep belief that young people, given information and support, want to, and can, make their own positive life choices.

Term: Board members are elected to 3-year terms in accordance with The Center's by-laws; there is no limit on the number of terms for which a member may serve.

Expectations and Responsibilities:

- Develop and maintain a working knowledge of The Center and its work and support its mission
- Prepare for Board and Committee meetings by reviewing advance materials in order to actively participate in the meetings
- Regularly attend Board and Committee meetings
- Participate actively in at least one Committee
- Serve as an ambassador and advocate of The Center, explaining how it adds value to our community
- Attend and support special events held by The Center
- Assist in identifying and recruiting new Board members
- Support The Center's annual campaign through personal giving in accordance with one's means, understanding that The Center's goal is 100% participation from its adult Board members
- Participate in strategic planning
- Comply with The Center's policies developed by the Board, including its conflict of interest policies, and disclose any conflicts of interest when they arise
- Act in the best interest of The Center and carry out the fiduciary responsibilities* of a Board member, including oversight of The Center's finances
- Maintain the confidential nature of Board deliberations and of our clients and their issues
- Understand the role of the Board as a policy-making and independent decision-making body, refrain from engaging in administrative or management functions of The Center, and use the appropriate organizational channels when conducting Board business
- Be available for consultation with other Board members and to The Center's professional staff, especially in one's individual areas of expertise
- Approach the work of The Center in a spirit of service, cooperation, creativity, collegiality, integrity, and respect

* Description of fiduciary responsibilities is attached.

Approved XXX, 2010

Fiduciary (Legal) Responsibilities

A director has certain legal obligations, known as duties. These are the "duty of care", the "duty of loyalty", and the "duty of obedience".

A. Duty of Care (Pay Attention)

A director must exercise reasonable care when making decisions for an organization. This means that a director must act

- in good faith and
- with that degree of diligence, care and skill which ordinarily prudent individuals would exercise
- under similar circumstances in like positions

"good faith" - honesty of intention, openness and fair dealing

"diligence, care and skill" - Directors must be alert to potential problems and should be aware of the organization's activities; requires active and full participation in board meetings, deliberations and decisions.

B. Duty of Loyalty

A director must act in the best interest of the corporation; always be thinking about and focusing on the priorities of The Center, and not that of yourself or another organization.

This means, among other things, that:

- any conflict of interest should be disclosed when it arises.
- a director is prohibited from using his/her position to usurp a business opportunity or advantage available to the corporation.
- only disinterested directors can approve a transaction.
- confidentiality must be maintained at all times.

C. Duty of Obedience to the Corporation's Mission

A director must act in accordance with the organization's mission and carry out the purposes of the organization, as articulated in the Certificate of Incorporation and Bylaws. Be sure that all activities are in accordance with the mission, plans and policies and are in accordance with applicable rules and regulations.

The Center for Youth Services, Inc.

Guidelines for Board Committees and Chairpersons

The Board of Directors (the "Board") of The Center for Youth Services, Inc. ("The Center"), acting on the recommendations of the Governance Committee of the Board, has adopted these Guidelines for Board Committees and Chairpersons (these "Guidelines") in furtherance of its continuing efforts to enhance its corporate governance and to assist the Board and the Committees of the Board in the exercise of their duties and responsibilities. These Guidelines are subject to amendment by the Board from time to time as it deems appropriate and desirable.

- i. Role of Committee Chairperson:** The Chairperson's duties and responsibilities include, but are not limited to the following:
 - a.** In consultation with the Staff Liaison (as defined below) and with other Committee members, schedule dates, times, duration, and locations of meetings;
 - b.** Promote regular attendance at the meetings by Committee members;
 - c.** In consultation with the Staff Liaison and with other Committee members, establish an agenda for each meeting;
 - d.** Ensure that the meeting agenda, including whether an Executive Session is needed, minutes and relevant information/documents/reports are prepared in advance and are distributed to members of the Committee at least three (3) business days prior to each meeting;
 - e.** Preside at meetings (or assign someone to preside if you are unable), ensure matters are dealt with in an orderly and efficient manner, bring impartiality and objectivity to meetings, facilitate discussion and the decision-making process among Committee members, provide leadership;
 - f.** Understand the duties and responsibilities of the Committee as set forth in the Committee's Charter and ensure that Committee members are aware of their obligations and that the Committee complies with its responsibilities;
 - g.** In consultation with the Staff Liaison and with the other Committee members, establish annual Committee goals and an annual work plan, incorporating elements contained in the Committee's Charter and in The Center's Strategic Plan;
 - h.** Ensure minutes are taken at each Committee meeting by a Committee member or a staff person. The recorder shall be responsible for drafting, typing, proofreading the minutes and shall send them to the Chairperson for review at least five (5) business days prior to the next meeting of the Committee. Ensure that minutes and other Committee documents are retained with other Board records in a repository. This repository will allow all board members to be informed about the activity of all board committees;
 - i.** Report the Committee's activities, actions, recommendations, and decisions to the President, the Executive Committee and the Board; advise them of any issues/problems;
 - j.** Serve as the principal liaison between the Committee and staff and include the Executive Director in any communication; and

k. Perform other tasks as may be assigned by the Board or President.

II. **Committees of the Board:** Pursuant to The Center's By-Laws, the Board has established six (6) Committees of the Board. They are (1) Executive Committee, (2) Governance Committee, (3) Program Committee, (4) Audit and Finance Committee, (5) Fund Development Committee and (6) Human Resources Committee. The Board, by resolution adopted by a majority of the entire Board, may designate other Committees of the Board or terminate existing Committees of the Board. Each Committee shall consist of three (3) or more Directors and shall have such purposes, powers, duties and membership requirements as set forth in the Charter of each Committee which has been adopted by the Board.

a. Functions of the Committees: Committee work expedites the work of the Board and relies on the diverse talents and expertise of the individual Board members. In addition to its general oversight and monitoring functions, a Committee makes recommendations to the Board in the area assigned to it. Each Committee has a specific Charter which defines its responsibilities and the limits of authority. Each Committee will establish annual Committee goals and an annual work plan, incorporating elements contained in the Committee's Charter and in The Center's Strategic Plan.

b. Membership of Committee: Each member of the Board of Directors shall be assigned by the collective decision of the Governance Committee to at least one Committee of the Board. In addition, if approved by the Board, Committees of the Board, except Audit and Finance Committee, Executive Committee and Governance Committee, may include individuals who are not members of the Board. Such non-Directors shall serve only in an advisory capacity, shall not be counted for quorum purposes, shall not be eligible to vote, and shall not be appointed a Chairperson.

c. Selection of Committee Members and Chairpersons: The Chairpersons and members of each Committee of the Board, including any individuals who are not Directors, shall be appointed by resolution adopted by a majority of the entire Board upon the recommendation of the Governance Committee. The terms for all Chairpersons shall be two (2) years and shall be concurrent with the terms of the officers of the Corporation. A Chairperson may resign at any time by giving written notice to the President of the Board or Chairperson of the Governance Committee. Any Chairperson appointed by the Board may be removed with or without cause at any time by an affirmative vote of the majority of the entire Board. If the position of any Chairperson becomes vacant for any reason, the vacancy shall be filled for the unexpired term by the Board of Directors. Every member of a Committee of the Board serves at the pleasure of the Board of Directors.

d. Scheduling of Meetings: Each Committee shall establish its annual goals and work plan by December 31; frequency of meetings are determined by the work plan. All Committees shall establish a schedule of meetings to enable the Committee to complete its annual goals and work plan. A calendar of the scheduled Board and Committee meetings for the year will be distributed at the Annual Meeting.

e. Meeting Agendas, Notice of Meetings & Minutes: Five business days prior to the meeting, the Chairperson will request agenda topics from its members, always focusing on the work plan and goals of the Committee.

Minutes:

- shall be prepared by the person the Chair has designated as the secretary,
- shall be typed, proofread and emailed to the Chair within five (5) business days of the next meeting for review,
- shall include the following basic information: name of committee, date, time and place of meeting,
- shall include names of who presided and who recorded the minutes, names of committee directors in attendance (in person or by phone) and committee directors not in attendance, and whether a quorum was present, names of staff present (and titles), names of other guests (including other directors) present (and their titles or other association),
- clear description of any committee actions,
- approvals (include specific resolution and voting results – for, against, abstentions), delegations of authority, suggestions, directives,
- when the meeting ended,
- date of next regular meeting,
- shall be sent within at least three (3) business days of the meeting; the Chair will email the Agenda, Minutes and other pertinent written materials to the Committee members. These documents will be sent to the Executive Director to be placed in a public shared repository for all Board members to see. Each committee's Chair will maintain copies of the Agenda and Minutes of each meeting.

f. Attendance and Participation in Meetings: Committee members are expected to:

- attend each Committee meeting and actively participate in the work of the Committee,
- review written materials prior to every meeting in order to become knowledgeable on the issues to be addressed at the meeting,
- provide prior notice to the Chairperson of the Committee if they cannot attend a scheduled meeting.

In the event committee member fails to attend (2) two consecutive meetings without notice, the Chairperson shall speak to the individual to gauge his/her ability to act as a member in good standing. If a member feels they can longer honor their commitment to the Board of Directors and/or their appointed committee(s), they should notify the Board President and Committee Chair. The President is an ex officio member of each of the committees of the Board. Any Board member may upon prior notice to the Chair, attend a meeting of a committee of which he or she is not a member.

g. Role of the Staff Liaison: Each committee shall have at least one member of the agency's management team assigned to it as staff liaison.

- The staff liaison is expected to offer management recommendations to the committee and offer supplementary assistance to the committee when needed.
- If any additional work is asked of staff, the Chair of the committee is the designated person to communicate and request this information. The Executive Director needs to be copied in on any communication to staff.

h. Executive Session: Members of a committee can request an Executive Session for personnel and confidential matters. It is best to determine this in advance so it can be

indicated on the Agenda. The staff will be asked to leave the room during Executive Session. A designated secretary will take the Minutes and email them to the Chair. The Chair should keep it on file and distribute to the Directors.

- III. **Committees of the Corporation, Advisory Committees:** Non-voting Community Committee members can be invited to attend meetings of the Committees of the Board in addition to participating on the Advisory Committee of the Board and must be approved by a resolution adopted by a majority of the Board.

Finalized: June 2018



Board Mentor Program

“A strategy for engaging new Board Members.”

While a new Board Member’s personal/professional life experiences may have resulted in your being a Member of other Boards, each Board is different. Joining a new Board can feel at first as if you’ve joined a private club. While you are struggling to figure out where to sit (when we are in-person) and what to do, everyone else seems to know each other and to have a shared history and vocabulary (which often includes an assortment of baffling acronyms). Despite whatever amount of orientation you may have received before your first meeting, it is not unusual to feel like a bit of an outsider.

The first few months (and year) of Board service and the first few Board and Committee meetings are critical.

That is why The Center’s Board has decided to supplement our Board orientation with our first formal “Board Mentor Program” that is designed to help integrate and engage new Board Members from the very start of their Board service. As the name suggests, the program pairs an incoming Board Member with an experienced Board Member who will serve as a “Mentor.”

To ensure this program’s success we have defined some key activities for the Mentor:

- **Participate in the orientation** – Having experienced Board Members participate in the orientation session is always a good idea, and even if you don’t have a formal role in the session, you can help to fill in gaps, offer context when necessary, and translate any acronyms or terms that are used.
- **Meet with the new Board Member BEFORE the first Board meeting** – Go to lunch or find some other opportunity to meet (Zoom or phone call) and get to know the new Board Member. Help them know what to expect at the first Board meeting (including how the meeting flows, and any practices that may be unique to our Board). Also, use this as a time to gather information to use in introducing the new Board Member—this should be more than getting a copy of their bio.

- **When we are in person again, get to their first Board meeting ahead of the new Board Member** – Be the first friendly face the new Board Member sees upon arrival, save a seat next to your own at the Board table, and make sure they get introduced as people come in.
- **Provide a formal, but informative, introduction** – Work with the Board chair to ensure that the Board agenda allows time at the start for a formal introduction. While Board Members may have seen the new Board Member’s bio, this is an opportunity for you to fill in the blanks and offer something along the lines of: “One thing I learned that the bio doesn’t tell us is...” Make sure there is also time for the rest of the Board to offer their own introductions too so your new Board Member knows who is sitting at the table.
- **Serve as a coach during the meetings** – Sit next to the new Board Member, so you can quietly provide additional background information, translate terms and acronyms, and help them navigate through the Board materials. During Zoom meetings you can “private chat/message” with the new Member.
- **Follow-up between meetings** – Debriefing after meetings is especially important for new Board Members who may be looking for some additional information, a bit of history, or the perspective that a long-time Board Member can bring. Have the meeting agenda in front of you when you call, and ask specific questions that will prompt discussion: “What additional information would be helpful to you regarding the discussion we had about the new program we are about to launch?”
- **Where possible, Mentors and Mentees should sit on the same Committee** – Debrief after their first Committee meeting. Answer any questions they may have, or refer them to the appropriate individual(s). Encourage their consistent attendance and engagement on the Committee level.
- **Call if he or she misses a meeting** – You want to send the message that attendance is important and that their participation was missed. Take the time to call and walk them through some of the key discussion items.
- **Communicate with the Board president and executive director (ED)** – After the first meeting and your follow-up call, be sure to let the Board chair and the chief executive know how things seem to be going. If there are steps they can take to help engage the new Board Member, let them know. This should be a team effort.

- **Make a point of ensuring your Mentee is aware of scheduled activities and events** – Encourage their participation, feedback, and observations.
- **Encourage your Mentee's leadership** – Encourage your Mentee to step up to leadership opportunities when you know that such opportunities exist and where you believe there is a good fit. Keep ED and the Executive Committee Members apprised of how your Mentee's skills might be best utilized.

The Center's Board Mentor Program will have multiple benefits: a new Board Member is successfully integrated into the Board, and you are much more likely to have fostered a level of Board engagement that will benefit the organization for years to come.

Effective CFY Board Mentees Will:

- **Be engaged in the Mentoring process/experience.** In advance of your scheduled interactions with your Mentor, generate a list of items or talking points for which you might seek the input or guidance of your Mentor. Remember, "No question can be answered if it is not posed." Ask questions to deepen your understanding and engagement.
- **Take the time to learn the unique nuances of this Board.** Keep copies of the Strategic Plan and the Board By-laws readily accessible.
- **Share critical questions, and convey important feedback** that only you could communicate by your experiences. Your candor with your Mentor is of utmost importance if they are to be positioned to lend you the greatest support in their role.
- **Embrace this opportunity to learn more about The Center** as a cultural entity, our Board Governance, and your fellow Board Members. Be open to receiving critical feedback, and remain open to learning new ways of thinking.

Your Mentor-Mentee Experience will be as rich as the mutual commitment of both individuals.

NOTE: To help ensure the success of this program, the Governance Committee will be asking for the Mentor's feedback on the engagement of the Mentee.

RIGHT FROM THE START: RESPONSIBILITIES of DIRECTORS of NOT-FOR-PROFIT CORPORATIONS



Office of the New York State Attorney General
Charities Bureau
28 Liberty Street
New York, NY 10005

(212) 416-8400

www.charitiesnys.com



RIGHT FROM THE START: RESPONSIBILITIES of DIRECTORS of NOT-FOR-PROFIT CORPORATIONS

**Office of the NYS Attorney General
Charities Bureau
www.charitiesnys.com**

**Guidance Document 2015 - 6, V. 1.0
Issue date: May 15, 2015**

The Charities Bureau of the Office of the New York State Attorney General drafted this guidance to assist current and future boards of directors of not-for-profit corporations and trustees of charitable trusts to understand and carry out their fiduciary responsibilities to the organizations they serve. The information in this booklet reflects changes to the Not-for-Profit Corporation Law that were included in the Nonprofit Revitalization Act of 2013.

Charitable organizations contribute enormously to our society. They educate our children, care for the sick, find cures for disease, preserve our literature, art and music for us and future generations, house the homeless, protect the environment and much more. The fiduciaries of those charitable organizations are responsible for managing and preserving the charitable assets that benefit all of us. Whatever their mission or size, all organizations should have policies and procedures established so that (1) members of their boards understand their fiduciary responsibilities, (2) assets are managed properly and (3) the charitable purposes are carried out. A failure to meet these obligations is a breach of fiduciary duty and can result in financial and other liability for the board of directors.

Please read this booklet carefully. It contains general information to assist current and prospective members of nonprofit boards. It outlines some of the duties of board members and points out questions to ask and information to look for when considering and/or fulfilling the responsibilities of board membership. The Charities Bureau also publishes other guidance containing more detailed information on managing a charitable organization and overseeing its assets. That guidance and other publications of interest to board members are posted at www.charitiesnys.com.

This guidance is designed to assist board members by providing them with basic information. It is not a substitute for more detailed information or advice from an attorney, independent certified public accountant or other professional.

► . WHO MAY JOIN A BOARD?

Board members come from all backgrounds, bringing many different talents to the organizations they serve. Anyone over eighteen is legally qualified to serve on a board.

► WHAT SHOULD A PROSPECTIVE BOARD MEMBER KNOW BEFORE JOINING A BOARD?

Anyone thinking about joining a board should consider doing the following *before* joining:

√ Read the organization's certificate of incorporation, application for federal income tax exemption, by-laws and board and committee minutes for at least the last year to learn about its purposes, activities and concerns.

√ Obtain a current list of board and committee members and find out from the board chair and the organization's chief executive and financial officers what is expected of board members.

√ Talk to current and recent former board members to learn about what the board does. In addition, make sure that the board and committee meetings are usually well-attended.

√ If you know of any board members who recently left the board, see if you can find out why.

√ Review the organization's Internal Revenue Service Form 990, 990EZ or 990 PF and, if it has an outside auditor, its audited financial statements for at least the last two years as well as its current internal financial reports to see how the organization uses its assets and to evaluate its financial health. Ask some questions - Is its auditor's report on its financial statements unqualified? Has the auditor sent the organization a management letter identifying issues of concern? Has the Internal Revenue Service recently audited the organization? If so, what was the result to the audit?

√ Obtain an understanding of the internal control structure of the organization and the processes in place to monitor it.

√ Find out if the organization is required to register with the Attorney General's Charities Bureau and, if so, whether it has registered and filed all required reports. Find out if it has filed required reports with the IRS and any other government agencies.

√ Understand the organization's mission, learn about its programs, read its publications, visit its program sites, look at its website and talk to key staff and major donors. Find out about its reputation in the community.

√ Review the organizational chart and understand the accountability structure of the organization. Find out about the employee evaluation and compensation processes and due diligence procedures for entering into material contracts.

√ Make sure there is a conflict of interest policy and that it is provided to and signed by new directors and before they join the organization, and annually to directors, officers, and employees for review and signature annually. Find out how the organization addresses actual or potential conflicts.

√ Find out what committees the board has established and decide which (if any) to join. Make sure the committees appear to be sufficient (audit, investment, budget, finance, compensation, human resources, nominating, governance, etc.). Under New York's Not-for-Profit Corporation Law, corporations required to file an audit with the Attorney General's Charities Bureau must have an audit committee made up of independent directors or the board must assume that function with only independent members participating. Independent directors are members of the board who are not paid by the organization and neither they nor their family members have any financial relationship with the organization.¹

√ Find out if materials to be considered by the board or its committees are distributed in advance of meetings and whether they provide sufficient information necessary to be part of the stewardship process. Find out how the meetings are structured: by consent agenda or other means.

√ Obtain the current year's budget and cash flow projections. Find out how they compare to actual income and expenses and what processes are in place to monitor these comparisons.

√ Find out whether the insurance coverage appears to be appropriate, including Directors' and Officers' liability and employee fidelity insurance. The latter is particularly important - it is surprising how often embezzlement is discovered.

√ Most important, make sure you are able to devote the time expected of a board member. Understand any responsibilities for fundraising, personal giving commitments and other functions expected of board members. Joining a board without sufficient time to devote to its business is often at the root of troubles faced by boards. A decision to

¹ Section 102(a)(21) of the Not-for-Profit Corporation Law sets forth the definition of Independent Director.

decline an invitation to join a board because you don't have the time to devote to the board should be respected.

√ Learn what training (if any) is provided to board members.

► WHAT ARE THE DUTIES OF BOARDS OF DIRECTORS?

Most nonprofit organizations are created to achieve a specific purpose or purposes, such as making grants to operating charities, setting up a soup kitchen, teaching children to read, providing health care, supporting cultural institutions, preserving the environment, assisting senior citizens or one of the many thousands of other charitable activities conducted in our state and our country. Those purposes, or the mission of the organization, may be described in its certificate of incorporation, by-laws or other constituent document.

If an organization's purposes are not already clearly included in one of its organizational documents, one of the first activities of the board should be to draft a clear mission statement which should correspond to the purposes described in its certificate of incorporation and application for tax exemption submitted to the Internal Revenue Service. Everyone involved with the organization - directors and officers, employees, volunteers, fundraising professionals, and other professionals - should be familiar with and understand its mission. Those individuals plan its future, conduct its programs, raise its funds, make it known to the public, present its financial records to regulatory agencies and others and give it professional advice.

Unless they fully understand why the organization was formed and what it plans to accomplish, board members will not be able to perform their respective tasks appropriately. The mission should be periodically re-assessed and evaluated and amended as needed. Periodic review of an organization's structure, procedures and programs will assist board members in determining what is working well and what practices the organization might want to change in order to be more efficient, effective or responsible.

While the board is not usually involved in the day-to-day activities of the organization, it is responsible for managing the organization and must make decisions crucial to the life and direction of the organization, such as adding or removing board members, hiring and firing key officers and employees, engaging auditors and other professionals and authorizing significant financial transactions and new program initiatives. In carrying out those responsibilities, members of a board of directors must fulfill fiduciary duties to the organization and the public it serves.

Those primary legal duties are commonly referred to as the duties of *care*, *loyalty* and *obedience*. If the organization has affiliates or subsidiaries, the legal duty of impartiality and the duty of fairness to all the charitable interests, may also come into play.

● Duty of Care

The *duty of care* requires a director to be familiar with the organization's finances and activities and to participate regularly in its governance. In carrying out this duty, directors must act in "good faith" using the "degree of diligence, care and skill" which prudent people would use in similar positions and under similar circumstances. In exercising the duty of care, a responsible board of directors should, among other things, do the following:

√ The directors as a group, and the officers of the corporation, should exercise their responsibility to undertake reasonable efforts to assure that the organization is operating in compliance with the law. For directors, this means assuring that there is an effective compliance program reporting ultimately to the directors, that there is a policy for protection of whistleblowers which has been communicated to employees, that there are effective internal controls, that there is an effective external audit by an independent auditor, and that allegations of violations of law are investigated and addressed. (Although New York law only requires organizations with over 20 employees and over \$1 million in revenue to have a whistleblower policy, smaller organizations might find it helpful to adopt such a policy as well.)

√ Attend board and committee meetings and actively participate in discussions and decision-making, such as setting of policies. Carefully read the material prepared for board and committee meetings prior to the meetings and note any questions they raise. Allow time to meet without senior management present.

√ Read the minutes of prior meetings and all reports provided, including financial statements and reports by employees. Do not hesitate to suggest corrections, clarification and additions to the minutes or other formal documents.

√ Make sure to get copies of the minutes of any missed committee or board meeting, read them timely and suggest any changes that may be appropriate.

√ Make sure there is a clear process for approval of major obligations such as fundraising, professional fees (including auditors), compensation arrangements and construction contracts.

√ Make sure that board minutes reflect any dissenting votes in action taken by the board or that any dissenting vote is expressed in writing by letter to the board. Such records are necessary in order for a board member to disclaim responsibility for any particular decision. Absent board members must do this promptly in writing.

√ Read literature produced as part of the organization's programs.

√ Make sure that monthly financial reports prepared for management are available to the board or finance and audit committees, and that they are clear and communicate the information needed for proper stewardship. Make sure there is an ongoing actual to budget comparison with discrepancies explained.

√ Participate in risk assessment and strategic planning discussions for the future of the organization.

√ Ensure that the organization has addressed the sufficiency of its written internal financial controls and written policies that safeguard, promote and protect its assets and that they are updated regularly, and has considered an employees', officers' and directors' fidelity bond to protect the organization from embezzlement.

√ Assure that the organization has a background check policy for employees.

√ Determine whether or not the organization indemnifies its officers and directors from liability and has directors' and officers' liability insurance. If it does, find out what is covered and what is not. If it does not, find out why.

√ Encourage diversity among board members. Diversity will help insure a board committed to serve the organization's mission with a range of appropriate skills and interests.

√ Be involved in the selection and periodic review of the performance of the organization's Chief Executive Officer, Chief Financial Officer and other key employees responsible for the day-to-day activities of the organization. The board is responsible for ascertaining whether these individuals have the appropriate education, skills and experience to assume a key position; communicating duties, expectations and goals; and then evaluating their performance at least annually, first in an executive session and then with the officer directly.

● **Duty of Loyalty**

Directors are charged with the duty to act in the interest of the corporation. This duty of loyalty requires that any conflict of interest, real or possible, be disclosed in advance of joining a board and when they arise. So that all members are aware of - and avoid - transactions in which the nonprofit's interests are not primary, New York law requires nonprofits to have a written "conflicts of interest" policy. Among the provisions that should be included in such policies are provisions that:

√ Define the circumstances that constitute a conflict of interest;

√ Set forth procedures for disclosing a conflict of interest to the audit committee or the board;

√ Prohibit anyone with a conflict of interest from being present during or participating in the deliberation, voting on the issue that resulted in the conflict, or influencing the deliberation or vote on the issue that resulted in the conflict;

√ Require the nonprofit to document the existence and resolution of each conflict;

√ Require directors to sign annually a statement that identifies entities in which they serve as an officer, director, trustee, member, or employee and with which the corporation has a relationship; as well as any transaction of the nonprofit in which the director might have a conflicting interest.

● **Duty of Obedience**

A board has a *duty of obedience* to ensure that the organization complies with applicable laws and regulations, its mission and its internal governance documents and policies, including:

√ Dedicating the organization's resources to its mission.

√ Ensuring that the organization carries out its purposes and does not engage in unauthorized activities.

√ Complying with all appropriate laws, including registering and filing annual financial reports with the Attorney General's Charities Bureau in New York State, complying with similar laws in other states in which it conducts activities and/or solicits contributions, filing required financial reports with the State Worker's Compensation Board, the State Department of Taxation and Finance and the Internal Revenue Service; and paying all taxes such as Social Security, income tax withholding (federal, state and local) and any unrelated business income tax. Board members may be personally liable for failing to pay employees' wages and benefits, and for failing to withhold, escrow and pay over to state and federal authorities withholding taxes on employees' wages.

√ Providing copies of its applications for tax-exempt status (IRS Form 1023), federal reports (IRS forms 990, 990 PF, 990 EZ) and its financial reports filed with the Attorney General's Charities Bureau to members of the public who request them. Many organizations post their annual reports and other information on the Internet.

► **MONITOR FUNDRAISING CONDUCTED ON BEHALF OF THE ORGANIZATION**

Many organizations contract with outside organizations or individuals to raise funds on their behalf. Since the fundraiser represents the organization to the public, the selection of a fundraising professional is extremely important. Establishing and following procedures for selection of a fundraiser can avoid future problems. Board members

should assess whether management has undertaken reasonable procedures to protect the organization, including:

√ Obtaining bids from several fundraising professionals before entering into a contract. Services and fees differ, and comparing bids will aid in the selection of the best contractor for the organization.

√ Checking with the Attorney General's Charities Bureau to see if the fundraising professionals being considered are registered and have filed all required contracts and financial reports.

√ Asking the Charities Bureau for copies of the fundraising professional's contracts with other charities to determine the services performed for and the fees charged to those charities.

√ Asking the fundraising professional for references. Reputable fundraising professionals should be happy to provide a potential client with the contact information for some of its clients.

√ Contacting some of the fundraising professional's other clients to see if they were satisfied with the services received.

√ Finding out whether the organization's fundraising contracts contain the clauses required by Article 7-A of the Executive Law.

√ Reviewing written solicitations and scripts used by the fund raising professional to make sure that solicitations appropriately describe the organization and its activities, include the name of the organization as registered with the Attorney General and advise potential contributors that they may obtain the organization's financial report from the organization itself or from the Attorney General.

√ Requiring, as mandated by New York law, that the fundraising professional and any of its representatives ("professional solicitors") disclose the name of the specific professional solicitor and the employing fundraising professional and state that the solicitor is being paid to raise funds.

√ When considering engaging a fundraiser to solicit via the telephone, reviewing *Pennies for Charity*, the Attorney General's annual report on telemarketing by professional fundraisers, to see the results of those fundraisers' campaigns.

► MAKE USE OF AVAILABLE RESOURCES

In carrying out their responsibilities, board members should realize that they need not do it alone. Board members should consider the need for advice from professionals or experts to assist them in the performance of their duties, and make appropriate requests

for such advice. There are many other resources available to assist nonprofit organizations in fulfilling their fiduciary duties.

Following are some of those resources:

√ **The Attorney General's Web site** – www.charitiesnys.com - posts all forms and instructions for registration and annual filing with the Charities Bureau and publications of interest to nonprofit organizations, including guidance on the Nonprofit Revitalization Act of 2013.

√ **Contact Us** - If the material on the Attorney General's web site does not answer your particular questions -

For questions about nonprofit organizations, contact:
charities.bureau@ag.ny.gov or (212) 416-8401

For questions about fundraising professionals, contact:
charities.fundraising@ag.ny.gov or (518) 776-2160

√ **Other Helpful Web Sites** - Many more resources are available on the Internet and in communities around the state. Links to some of those resources are posted on the Attorney General's web site – www.charitiesnys.com Please note that inclusion of any particular entity should not be construed as an endorsement by the Attorney General of that entity or the services it renders.



Tab 4

Charters & Governing Documents

**RESTATED CERTIFICATE OF INCORPORATION
OF
THE CENTER FOR YOUTH SERVICES, INC.**

Under Section 805 of the Not-for-Profit Corporation Law

**Filed By:
Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604**

**RESTATED CERTIFICATE OF INCORPORATION
OF
THE CENTER FOR YOUTH SERVICES, INC.**

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the President of The Center for Youth Services, Inc. (the "Corporation"), for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to Section 805 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), hereby certifies:

1. The name of the Corporation is The Center for Youth Services, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Secretary of State of the State of New York on August 9, 1971, pursuant to the N-PCL.
3. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL. The Corporation was formed as a Type B corporation under Section 201 of the N-PCL and will remain a Type B corporation after the amendment of its Certificate of Incorporation reflected herein.
4. The Certificate of Incorporation is hereby amended to affect the following:
 - (a) to amend Paragraph 2 relating to the Corporation's purposes, to read in its entirety as follows:
 - a. "To combat youth alienation and frustration, to encourage positive youth interest in education and the community, and to meet the various counseling needs of youth, by organizing, developing and operating a youth center designed to provide comprehensive and diverse youth services and to meet youths' needs, as they are identified, with new and creative and continually developing programs.
 - b. To promote and encourage research by youths in the areas of concern to the youth, especially educational reform and community issues; to provide assistance to students in the development of credit bearing and non-credit bearing independent study programs and to provide an opportunity for training in research techniques and independent learning techniques; to provide educational programs outside of the regular school programs, particularly independent learning programs and student directed research programs; to foster interest in and promote educational reform; to assist educational institutions in the development of curricula and other programs; to encourage the development of cultural programs.
 - c. To establish and operate residential programs for runaway and homeless youth in accordance with Article 19-H of the New York State Executive Law; provided, however, that before each such residential program shall be established or operated, the prior written approval of the New York

State Office of Children and Family Services must be obtained. The Corporation's authority to operate such residential programs shall be perpetual.

- d. To care for and board destitute, delinquent, abused, abandoned, neglected, runaway or dependent children until March 29, 2016 and to place out such children for free care. The Corporation shall not have the power to place out children for adoption.
- e. To care for and board out destitute children and youth in order to prevent delinquency, abandonment, abuse, neglect, runaways, or dependent children.
- f. To operate a substance abuse program providing substance abuse services within the meaning of Article 19 of the Mental Hygiene Law and the rules and regulations adopted pursuant thereto, as may be amended from time to time, which shall in accordance therewith include, but not be limited to, the power to provide intervention, prevention, counseling, vocational remediation, educational remediation, referral and other necessary services.
- g. To act as counselors and consultants to youths and in connection therewith to render research, technical, informational, referral, advisory, prevention and intervention services in relation to various problems confronting youths.
- h. To establish and operate a youth information, resource and referral service covering youth concerns.
- i. To encourage youth volunteer work and involvement in the community through a volunteer referral service and other programs.
- j. To prepare and publish writings, papers, books, pamphlets, newspapers and other publications in various areas of educational reform and youth concerns.
- k. To organize, operate and maintain facilities for the above purposes and to provide offices for youth organizations.
- l. To lease, and by gift, devise or purchase, to own and operate real estate for the above purposes, and to solicit donations and to accept money or personal property in aid of such purposes.
- m. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.
- n. Nothing herein shall authorize the Corporation to operate or maintain a charter school, nursery school, elementary school or secondary school. Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law."

- (b) To add a new Paragraph 3 relating to the definition of youth as used herein to read in its entirety as follows:

"3. As used throughout this Restated Certificate of Incorporation, "youth" or "youths" shall mean children, youth and/or young adults, as applicable."

- (c) To omit Paragraph 6 in its entirety with respect to the names and addresses of the persons constituting the initial Board of Directors.

- (d) To amend Paragraph 7 relating to service of process of the Corporation, to read in its entirety as follows:

"7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

The Center for Youth Services, Inc.
905 Monroe Avenue
Rochester, New York 14620"

- (e) To renumber the paragraphs in accordance with the aforementioned amendments.

5. This amendment and restatement of the Certificate of Incorporation was authorized by a majority vote of the entire Board of Directors of the Corporation.

6. The Certificate of Incorporation is restated as amended herein to read as follows:

1. The name of the proposed corporation is The Center for Youth Services, Inc.
2. The purposes for which the Corporation is to be formed are:
 - a. To combat youth alienation and frustration, to encourage positive youth interest in education and the community, and to meet the various counseling needs of youth, by organizing, developing and operating a youth center designed to provide comprehensive and diverse youth services and to meet youths' needs, as they are identified, with new and creative and continually developing programs.
 - b. To promote and encourage research by youths in the areas of concern to the youth, especially educational reform and community issues; to provide assistance to students in the development of credit bearing and non-credit bearing independent study programs and to provide an opportunity for training in research techniques and independent learning techniques; to provide educational programs outside of the regular

school programs, particularly independent learning programs and student directed research programs; to foster interest in and promote educational reform; to assist educational institutions in the development of curricula and other programs; to encourage the development of cultural programs.

- c. To establish and operate residential programs for runaway and homeless youth in accordance with Article 19-H of the New York State Executive Law; provided, however, that before each such residential program shall be established or operated, the prior written approval of the New York State Office of Children and Family Services for Youth must be obtained. The Corporation's authority to operate such residential programs shall be perpetual.
- d. To care for and board destitute, delinquent, abused, abandoned, neglected, runaway or dependent children until March 29, 2016 and to place out such children for free care. The Corporation shall not have the power to place out children for adoption.
- e. To care for and board out destitute children and youth in order to prevent delinquency, abandonment, abuse, neglect, runaways, or dependent children.
- f. To operate a substance abuse program providing substance abuse services within the meaning of Article 19 of the Mental Hygiene Law and the rules and regulations adopted pursuant thereto, as may be amended from time to time, which shall in accordance therewith include, but not be limited to, the power to provide intervention, prevention, counseling, vocational remediation, educational remediation, referral and other necessary services.
- g. To act as counselors and consultants to youths and in connection therewith to render research, technical, informational, referral, advisory, prevention and intervention services in relation to various problems confronting youths.
- h. To establish and operate a youth information and resource service including a complete library covering youth concerns.
- i. To encourage youth volunteer work and involvement in the community through a volunteer referral service and other programs.
- j. To prepare and publish writings, papers, books, pamphlets, newspapers and other publications in various areas of educational reform and youth concerns.
- k. To organize, operate and maintain facilities for the above purposes and to provide offices for youth organizations.

- l. To lease, and by gift, devise or purchase, to own and operate real estate for the above purposes, and to solicit donations and to accept money or personal property in aid of such purposes.
 - m. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.
 - n. Nothing herein shall authorize the Corporation to operate or maintain a charter school, nursery school, elementary school or secondary school. Nothing herein shall authorize the Corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.
3. As used throughout this Restated Certificate of Incorporation, "youth" or "youths" shall mean children, youth and/or young adults, as applicable.
4. The Corporation is a Type B Corporation.
5. The City and County in which its office is to be located are the City of Rochester and County of Monroe.
6. The territory in which the Corporation's activities are principally conducted is New York State.
7. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

The Center for Youth Services, Inc.
905 Monroe Avenue
Rochester, New York 14620

8. The Corporation has not been formed for pecuniary profit or financial gain and no part of the assets, income or profit of the Corporation is distributable to, or enures to the benefit of, its members, directors or officers, except to the extent permitted under the Not-For-Profit Corporation Law and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Paragraph 2 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

10. The subscriber is of the age of nineteen (19) years or over.

IN WITNESS WHEREOF, the undersigned has signed this certificate and hereby affirms it as true under penalties of perjury this 25th day of October, 2012.



Name: Marisol Ramos Lopez

Title: President

The undersigned, a Justice of the Supreme Court of the State of New York for the _____
Judicial District, in which the office of the Corporation is located, hereby approves the foregoing
Restated Certificate of Incorporation of The Center for Youth Services, Inc.

Dated: _____, 2012

Justice, Supreme Court

**RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
THE CENTER FOR YOUTH SERVICES, INC.**

WHEREAS, The Center for Youth Services, Inc. (the "Corporation") is a New York not-for-profit corporation; and

WHEREAS, the Corporation was formed to provide prevention education, counseling, emergency shelter and youth development opportunities to the young people of Monroe County, New York; and

WHEREAS, the Board of Directors desires to amend the Corporation's Certificate of Incorporation to reflect changes authorized by the New York State Office of Children and Family Services ("OCFS") giving the Corporation authority to provide perpetual care for destitute, delinquent, abused, abandoned, neglected, runaway and dependent children; and

WHEREAS, the Board of Directors of the Corporation has determined that it is in the Corporation's best interests to amend the Corporation's Certificate of Incorporation to reflect the changes authorized by OCFS.

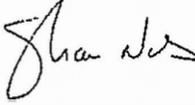
NOW, THEREFORE, it is

RESOLVED: that the Certificate of Amendment amending the Corporation's Certificate of Incorporation, in the form attached to these resolutions, is hereby approved; and it is further

RESOLVED: that the officers of the Corporation are hereby authorized and empowered to execute such documents and to do any and all acts necessary to effectuate the foregoing resolutions.

I certify that the above resolutions were adopted at a meeting of the Board of Directors of the Corporation duly noticed and held on March 28, 2016, and that such resolutions have not been rescinded or revoked.

Dated: March 31, 2016



Name: Shaun Nelms
Title: Secretary

VOTING INFORMATION:

Total # of Directors:	30
# of Directors Present:	21
Votes in Favor:	21
Votes Opposing:	0
Votes Abstained:	0

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE CENTER FOR YOUTH SERVICES, INC.**

Under Section 803 of the Not-For-Profit Corporation Law

The undersigned, being the President of The Center for Youth Services, Inc. (the "Corporation"), in order to amend the Corporation's Certificate of Incorporation, certifies that:

FIRST: The name of the Corporation is The Center for Youth Services, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York on August 9, 1971 under the New York Not-for-Profit Corporation Law.

THIRD: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL.

FOURTH: Paragraph 2(d) of the Certificate of Incorporation relating to the purposes of the Corporation is hereby amended to read in its entirety as follows:

"d. To care for and board, destitute, delinquent, abused, abandoned neglected, runaway or dependent children and to place such children for free care. The Corporation's authority to care for such children shall be perpetual. The Corporation shall not have the power to place out children for adoption."

FIFTH: This amendment of the Certificate of Incorporation was duly authorized by a majority vote of the Corporation's entire Board of Directors.

SIXTH: The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process in any action or proceeding against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any such process so served is:

The Center for Youth Services, Inc.
905 Monroe Avenue
Rochester, New York 14620

IN WITNESS WHEREOF, I have made and subscribed this certificate and hereby affirm under the penalties of perjury that its contents are true this 31 day of March 2016.

Jaime Burrito

Name:

Title: President

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
THE CENTER FOR YOUTH SERVICES, INC.**

Under Section 803 of the New York Not-for-Profit Corporation Law

Filed by:

**Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604**

AFFIDAVIT

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

I, Elaine Spaul being duly sworn deposes and says:

1. I am the Exec. Director of The Center for Youth Services, Inc. (the "Corporation"), a New York not-for-profit corporation.

2. The Corporation is in the process of amending its Certificate of Incorporation to change its purposes.

3. The Corporation agrees to use its current assets for its current purposes and activities. Future assets will be used for purposes and activities as stated in the Corporation's Certificate of Amendment of Certificate of Incorporation.

Elaine M Spaul
Name:
Title: Executive Director

Sworn to before me this 31
day of March, 2016.

Jennifer Parks
Notary Public

JENNIFER PARKS
NOTARY PUBLIC-STATE OF NEW YORK
No. 01PA6320758
Qualified in Monroe County
My Commission Expires 3/9/19

THE CENTER FOR YOUTH SERVICES, INC.

BY-LAWS

ARTICLE I – NAME and OFFICES

The Corporation shall mean: The Center for Youth Services, Inc., its successors and assigns. The principal office of the Corporation shall be in the County of Monroe, State of New York. The Corporation may also have offices at such other places within or without the State of New York as the Board of Directors of the Corporation (the "Board of Directors" or the "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE II – PURPOSES

The purposes for which this Corporation has been organized are those set forth in the Corporation's Certificate of Incorporation, as from time to time amended (the "Certificate of Incorporation").

ARTICLE III – ORGANIZATION AND MEMBERSHIP

1. Corporate Status

The Corporation is a New York Not-for-Profit corporation, and is a "Charitable Corporation" as defined by the New York Not-for-Profit Corporation Law ("N-PCL"), and is exempt from income taxes pursuant to Section 501(c) (3) of the Internal Revenue Code.

2. Limitations

The Corporation shall not take any action prohibited by the laws of the State of New York; engage in any activities that do not further the Purposes of the Corporation as set forth in the Certificate of Incorporation, as may be amended, and/or these By-Laws; or take any action that would be inconsistent with the requirements for tax-exemption under Section 501(c) (3) of the Internal Revenue Code and related regulations, rulings, and procedures.

3. Membership

The Corporation shall not have "Members" as that term is defined in Section 601(a) of the N-PCL.

ARTICLE IV – BOARD OF DIRECTORS

1. Management of the Corporation

The affairs of the Corporation shall be managed by the Board of Directors. The Board may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the

management of the affairs of the Corporation as it may deem proper, not inconsistent with the laws of the State of New York, the Certificate of Incorporation or these By-Laws (the "By-Laws").

2. Number of Directors.

The number of Directors which shall constitute the whole Board shall be not less than three (3) and no more than thirty (30).

As used in these By-Laws, the term "Entire Board" or "Whole Board" means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. The size of the Board of Directors shall be fixed from time to time within the limits set forth above by resolution adopted by a vote of a majority of the Entire Board, provided that no decrease in the size of the Board shall of itself operate to reduce the term of any Director then in office.

3. Qualifications of Directors

a. Each Director shall be at least eighteen (18) years of age, except, however, that up to two Directors may be sixteen (16) years of age but not over eighteen (18) years of age. Directors over the age of eighteen (18) are sometimes hereinafter referred to as "Adult Directors" and Directors between the ages of sixteen (16) and eighteen (18) are sometimes hereinafter referred to as "Youth Directors." The Adult Directors and the Youth Directors are collectively the "Directors".

b. At least two-thirds (2/3) of the Directors shall be "independent". An "independent Director" means a Director who:

(i) is not, and has not been within the last three (3) years, an employee or a Key Person of the Corporation or an Affiliate of the Corporation, and does not have a Relative who is, or has been within the last three (3) years, a Key Person of the Corporation or an Affiliate of the Corporation;

(ii) has not received, and does not have a Relative who has received, in any of the last three fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate of the Corporation;

(iii) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an Affiliate of the Corporation if the amount paid by the Corporation to the entity or received by the Corporation from the entity for such property or services in any of the last three (3) fiscal years exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenues was less than five hundred thousand dollars (\$500,000); twenty-five thousand dollars (\$25,000) if the entity's consolidated gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000); one hundred thousand dollars (\$100,000) if the entity's consolidated gross revenue was ten million dollars (\$10,000,000) or more; or

(iv) is not and does not have a Relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the Corporation's audit at any time during the past three years.

For purposes of the foregoing subparagraph b, the terms: "compensation" does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation and "payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

As used in these By-Laws, the following terms shall have the following meanings:

A "Relative" of an individual means (i) their spouse or domestic partner, (ii) their ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren; or (iii) the spouse or domestic partner of their brothers, sisters, children, grandchildren and great-grandchildren.

A "Key Person" means any person, other than a Director or officer, whether or not an employee of the Corporation who (i) has responsibilities or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers, (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation, or (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

An "Affiliate" of the Corporation means any entity controlled by, or in control of the Corporation.

4. Election and Term of Office of Directors

a. To become a Director, a person shall be nominated by the Governance Committee and elected by a majority of the Entire Board at the Annual Meeting of the Board of Directors. Adult Directors shall be elected for a term of three (3) years and Youth Directors shall be elected for a term of one (1) year.

b. Each Director shall hold office from the day of such Director's election until the expiration of the term for which such Director is elected and until the election and qualification of such Director's successor, or until such Director's death, resignation, or removal.

c. Each Adult Director shall be eligible to serve any number of successive three-year terms and each Youth Director shall be eligible to serve any number of successive one-year terms.

5. Classification of Directors

a. For the purpose of staggering terms of office, the Adult Directors shall be divided into three (3) classes, each of which shall be as nearly equal in number as possible.

b. After the initial classification, Directors to replace those whose terms expire at each Annual Meeting shall be elected at such meeting to hold office for a full three-year term in accordance with such classification.

6. Newly Created Directorships and Vacancies

a. Except as otherwise provided by statute or the Certificate of Incorporation, newly created directorships resulting from an increase in the number of Directors and/or vacancies occurring on the Board for any reason, including the removal of Directors for cause, may be filled at any meeting of the Board by a vote of a majority of Directors then in office, even though such majority is less than a majority of the Entire Board.

b. Any newly created directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

c. Each Director elected to a newly created directorship shall hold office until the next Annual Meeting at which the election of the Director's class is in the regular order of business until the Director's successor is elected and qualified.

d. Each Director elected to fill a vacancy shall hold office for the unexpired term of such Director's predecessor.

7. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Chairperson of the Governance Committee. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such other person, and the acceptance of the resignation shall not be necessary to make it effective. No resignation shall relieve a Director of any accrued obligation or duty.

8. Removal of Directors

Any Director may be removed for cause at any meeting of the Board by the affirmative vote of two-thirds (2/3) of the Entire Board, provided that the notice of the meeting shall specify

the acts or omissions deemed to constitute cause of removal and provided that the named Director shall be afforded a hearing at such meeting. Non-attendance at two consecutive regular Board meetings or three consecutive regular Committee meetings without prior notification and without legitimate excuse may constitute cause. There must be a quorum of not less than a majority present at any meeting where action is taken to remove a Director.

9. Quorum of Directors

Except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, a quorum for the transaction of business at any meeting of the Board shall be as follows: nine (9) members of the Board if the Entire Board consists of 18-30 members, seven (7) members of the Board if the Entire Board consists of 12-17 members, and a majority of the Board if the Entire Board consists of less than 12 members.

Except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, the presence of a majority of the members of any Committee of the Board shall constitute a quorum for the transaction of business at any meeting of such Committee.

10. Action by Board/Committee

Except as otherwise provided by statute, the Certificate of Incorporation, or these By-Laws, a vote of a majority of the members of the Board or of any Committee of the Board who are present at the time of the vote, if a quorum is present at such time, shall constitute the act of the Board or any Committee thereof.

11. Action without a Meeting

Any action required or permitted by the Board, or any Committee thereof, may be taken without a meeting if all members of the Board, or the Committee, consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

12. Participation by Telephone or by Video Communication

Any one or more members of the Board, or any Committee thereof, may participate in a meeting of the Board or such Committee by means of a conference by telephone or similar communications equipment or by electronic video screen communication, Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board or Committee, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board or Committee.

13. Voting by Directors

Each Director is entitled to one vote on each matter submitted to a vote of the Directors. Directors may not vote by proxy.

14. Meetings of the Board

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times during the fiscal year of the Corporation and shall be held at such time and place as may be fixed by the Board. A regular Annual Meeting of the Board shall be held in each year during the month of September for the election of Directors, the presentation of the Annual Report by the Executive Director, the presentation of annual reports by the Chairpersons of each of the Committees of the Board, and for the transaction of such other business as may properly come before the meeting. In alternate years the election of officers and Chairpersons of Committees of the Board for two-year terms shall also occur at the Annual Meeting. At the Annual Meeting or at the first meeting of the Board of Directors following each Annual Meeting, the members of the Committees of the Board shall be appointed and a calendar of regular meetings of the Board of Directors shall be reviewed and approved. Notices for all regular meetings of the Board shall be given by mail or e-mail sent not less than three (3) business days prior to the day of the meeting.

b. Special Meetings. Special meetings of the Board may be called at any time and may be held at any place by the President, and shall be called by the President or by the Secretary or by any Director on the written demand (including by electronic mail) of not less than one-fifth (1/5) of the Entire Board. Notices for all special meetings of the Board of Directors shall be given by mail or e-mail sent not less than three (3) business days prior to the day of the meeting. Notice of any special meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them. A notice, or waiver of notice, need not specify the purpose of any special meeting of the Board.

c. Adjournment. A majority of Directors present at any meeting of the Board, whether or not a quorum is present, shall have the power to adjourn such meeting to another time and place. Notice of the adjournment of the meeting of the Board to another time or place shall be given to all Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors. Any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called.

ARTICLE V -- OFFICERS OF THE CORPORATION

1. Officers; Employees and Other Agents

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Such officers shall be elected by the Board every two (2) years at the Annual Meeting of the Board. The Board may appoint such other officers, as it shall deem necessary, including additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. The officers shall each have such powers and duties as are set forth herein and such powers and duties as from time to time may be conferred upon them by the Board

The officers of the Corporation shall be members of the Board and shall not be employees of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.

The Board may from time to time appoint such employees and other agents, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such acts, and receive such reasonable compensation, if any, as the Board may from time to time determine.

2. Term of Office, Resignation and Removal

The officers of the Corporation shall hold office for two (2) years and until the election and qualification of their successors. The terms of all officers shall be concurrent and no person shall hold the same office for more than two (2) consecutive terms. Any officer may resign at any time by giving written notice to the Board or to the President or to the Chairperson of the Governance Committee and, unless otherwise stated therein, such resignation shall take effect upon receipt of written notice thereof. The acceptance of such resignation shall not be necessary to make it effective. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of two-thirds (2/3) of the Entire Board. If the office of any officer becomes vacant for any reason, the vacancy shall be filled for the unexpired term by the Board of Directors.

3. President

The President shall lead the Board of Directors in the performance of its duties and responsibilities, including presiding at meetings of the Board of Directors and the Executive Committee, acting as a liaison between the Board and the Executive Director/CEO, and exercising and performing such other powers and duties as may be from time to time prescribed by the Board. In general, the President shall have all the powers and perform all the duties incident to the office of President of any organization. The President shall be a voting member of the Governance Committee and of the Executive Committee and an ex officio and non-voting member of all other Committees of the Board. The President shall be one of the officers who shall sign the checks or drafts of the Corporation. To be eligible to hold the office of the President, one must have completed one (1) year of service on the Executive Committee.

4. Vice President

In the absence or disability of the President, the Vice President or if there be more than one Vice President, the Vice President designated by the Board of Directors, shall have all the powers

and be subject to all the duties of the President so long as the President shall be absent or disabled. In addition, the Vice President or Vice Presidents shall have such powers and shall perform such duties as may from time to time be conferred upon or assigned by the Board or President, including, but not limited to, acting as a liaison to certain Committees of the Board and Committees of the Corporation as designated by the President. The Vice President shall be a voting member of the Executive Committee and may be designated by the Board as an ex officio and non-voting member of any other Committee of the Board. The Vice President may be one of the officers who may sign the checks or drafts of the Corporation.

5. Secretary

The Secretary shall attend all Regular and Special Meetings of the Board and all Executive Sessions held at such meetings. The Secretary, or the Secretary's designee, who may be a member of the staff, shall record the minutes of all Regular Board Meetings. Minutes for Special Meetings of the Board and for all Executive Sessions of the Board shall be recorded by the Secretary. The Secretary shall be a voting member of the Executive Committee and shall record the minutes of the Executive Sessions of the Executive Committee. In the absence of the Secretary, the President shall designate the individual to record the minutes. The Secretary shall ensure that all minutes are filed in books kept for that purpose in the office of the Corporation or are filed electronically in a Board portal. In accordance with these By-Laws, the Secretary shall give or cause to be given notice of Special Meetings of the Board of Directors. The Secretary shall ensure that the seal of the Corporation is kept in safe custody and shall affix it to any instrument when authorized by the Board of Directors. The Secretary shall ensure that all the documents and records of the Corporation, as required by law or otherwise, are kept in a proper and safe manner. The Secretary shall attend to such correspondence as may be assigned by the Board or President, and perform all the duties incident to the office of Secretary. The Secretary shall have such other powers and duties as may from time to time be conferred upon or assigned by the Board of Directors or President.

6. Treasurer

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation and shall be Chairperson of the Audit, Finance, and Investment Committee. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit and financial results. In conjunction with the Executive Director, the Director of Finance (or person in similar position) and members of the Audit, Finance, and Investment Committee, the Treasurer shall assist with the development and review of the annual budget and shall present the budget to the Board for approval. The Treasurer shall ensure compliance of the Board's audit oversight responsibilities. The Treasurer shall ensure that appropriate financial reports are made available to the Board on a timely basis or as may be required by the Board and shall lead the discussion of the financial reports at the Board meeting. The Treasurer shall perform all duties properly required by the Board. The Treasurer shall be one of the officers who shall sign the checks or drafts of the Corporation.

7. Assistant Secretaries

At the request of the Secretary, or in the absence or disability of the Secretary, the Assistant Secretaries shall perform the duties of the Secretary and, when so acting, shall have all the power of, and be subject to all the restrictions upon, the Secretary. The Assistant Secretaries shall perform such other duties as from time to time may be assigned to them by the President, the Secretary, or the Board of Directors.

8. Assistant Treasurers

At the request of the Treasurer, or in the absence or disability of the Treasurer, the Assistant Treasurers shall perform the duties of the Treasurer and, when so acting, shall have all the power of, and be subject to all the restrictions upon, the Treasurer. The Assistant Treasurers shall perform such other duties as from time to time may be assigned to them by the President, the Treasurer, or the Board of Directors. The Assistant Treasurers may be officers who may sign the checks or drafts of the Corporation.

9. Sureties and Bonds

In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his/her duties to the Corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the Corporation which may come into his/her hands.

ARTICLE VI – COMMITTEES

1. Committees of the Board

a. There shall be the following Committees of the Board:

- (1) Executive Committee
- (2) Program Committee
- (3) Audit, Finance, and Investment Committee
- (4) Human Resources Committee
- (5) Governance Committee
- (6) Fund Development Committee

b. Each Committee of the Board shall consist solely of three (3) or more Directors and shall have such purposes, powers, duties, and membership requirements as may be set forth in the Charter for such Committee adopted by a majority of the Entire Board or as delegated to it by resolution adopted by a majority of the Entire Board. Each

of such Committees, to the extent provided in such Charter, resolution or in the Certificate of Incorporation or these By-Laws, shall have all the authority of the Board, except that the Board may not delegate to any such Committee authority with respect to which authority is specifically reserved to the Board by statute. No Committee of the Board shall have authority as to the following matters: (i) the filling of vacancies in the Board or any Committee; (ii) the fixing of compensation of the Directors for serving on the Board or on any Committee; (iii) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (iv) the amendment or repeal of any resolution of the Board which by its terms shall not be amendable or repealable; (v) the election or removal of Officers and Directors; (vi) the approval of a merger or plan of dissolution; (vii) the authorization of any sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; or (viii) the approval of amendments to the Certificate of Incorporation.

c. If approved by the Board, Committees of the Board, except the Audit, Finance, and Investment Committee, the Executive Committee, and the Governance Committee may also include individuals who are not Directors. Such non-Directors shall not be considered members of the Committee, shall serve only in an advisory role, shall not be counted for purposes of determining a quorum, shall not be eligible to vote on any matters on which a vote is taken by the Committee and shall not be appointed Chairperson or Vice Chairperson of a Committee.

d. The Board, by resolution adopted by a majority of the Entire Board, may designate other Committees of the Board or terminate existing Committees of the Board.

e. A Committee of the Board may establish one or more subcommittees to assist it in carrying out its duties and responsibilities. Each subcommittee shall consist solely of one or more members of such Board Committee, shall report to the Board Committee, and shall serve under the supervision of, and at the pleasure of, the Board Committee.

2. Committees of the Corporation; Advisory Committees/Boards; Honorary Boards; Task Forces

The Board, by resolution adopted by a majority of the Entire Board, may designate such Committees of the Corporation, Advisory Committees/Boards, Honorary Boards, and/or Task Forces as it may deem desirable from time to time. Each such Committee of the Corporation, Advisory Committee/Board, Honorary Board, or Task Force shall consist of three or more individuals, none of whom need be members of the Board of Directors, and each such entity shall have such purposes, powers and duties as may be delegated to it by the Board. Each such Committee of the Corporation, Advisory Committee/Board, Honorary Board, or Task Force shall serve at the pleasure of the Board. No such Committee of the Corporation, Advisory Committee/Board, Honorary Board or Task Force shall have the authority to bind the Board or the Corporation.

3. Minutes and Reports

All Committees, including Committees of the Board, Committees of the Corporation, Advisory Committees/Boards, Honorary Boards, and Task Forces shall keep regular minutes of their meetings and shall cause them to be filed in books kept for that purpose in the office of the Corporation, or to be filed electronically in a Board portal, and shall report to the Board of Directors whenever requested by the Board to do so.

4. Selection of Committee Members and Chairpersons

a. Committees of the Board

Except to the extent regulated by resolution of the Board or these By-Laws, the Chairpersons and members of each Committee of the Board, including any individuals who are not Directors, shall be appointed by resolution adopted by a majority of the Entire Board upon the recommendation of the Governance Committee. All of the members of the Audit, Finance, and Investment Committee shall be Independent Directors (as defined by these By-Laws). The terms of all Chairpersons shall be two (2) years and shall be concurrent with the terms of the officers of the Corporation. No person may serve as Chairperson of the same Committee for more than two (2) successive terms. Any Chairperson may resign at any time by giving written notice to the Board or to the President or to the Chairperson of the Governance Committee and, unless otherwise stated therein, such resignation shall take effect upon receipt of written notice thereof. Any Chairperson appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the Entire Board. If the position of any Chairperson becomes vacant for any reason, the vacancy shall be filled for the unexpired term by the Board of Directors. Every member of a Committee of the Board shall serve at the pleasure of the Board of Directors.

b. Committees of the Corporation; Advisory Committees/Boards; Honorary Boards; Task Forces

Except to the extent regulated by resolution of the Board or these By-Laws, the Governance Committee shall recommend to the Board the individuals to serve on such Committees of the Corporation, Advisory Committees/Boards, Honorary Boards or Task Forces. No such Committee of the Corporation, Advisory Committee/Board Honorary Board or Task Force shall be appointed without prior authorization thereof by resolution adopted by a majority of the Board. Each Committee of the Corporation, Advisory Committee/Board, Honorary Board, Task Force and every member thereof shall serve at the pleasure of the Board of Directors.

ARTICLE VII – EXECUTIVE DIRECTOR

The Board of Directors shall employ an Executive Director who shall serve as the Chief Executive Officer of the Corporation and who shall serve in a non-voting, ex-officio

capacity to the Board of Directors and its Committees. The Executive Director shall be responsible for effectuating the Mission and Purposes of the Corporation and ensuring proper and compliant implementation of Board policies and directives. Except as otherwise provided by statute, these By-Laws, or resolutions adopted by the Board, the Executive Director shall be responsible for the general supervision, direction and control of the activities and the day-to-day affairs of the Corporation, including the hiring, supervising, evaluation and lawful termination of employees. The Executive Director shall be the principal staff support person for the Board of Directors and will work to protect and safeguard the fiduciary obligations of the Board and the Corporation. Although serving in an ex officio status to the Board, the Executive Director serves at the pleasure of, and under the direction of, the Board. The Board and any of its Committees have the authority to meet without the Executive Director being invited or present. The Executive Director shall perform all such duties as assigned by the Board or as established in the Board approved job description. The Board shall ensure that there is an up-to-date Board-approved job description for the Executive Director, a written process for evaluating the Executive Director at least on an annual basis, and a reasonable compensation policy that will be followed in determining the Executive Director's salary and overall compensation.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Indemnification and Standard of Conduct

To the full extent authorized or permitted by law, the Corporation shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, at law, in equity, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he/she, his/her testator or intestate (“Responsible Person”), whether before or after the adoption of this Section, (a) is or was a Director or officer of the Corporation, or (b) if a Director or officer of the Corporation, is serving or served, in any capacity, at the request of the Corporation, any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, or (c) if not a Director or officer of the Corporation, is a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement, which consent shall not be unreasonably withheld by it) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by such Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal therein, provided only that (1) cause of action so adjudicated or otherwise disposed of were not (a) committed in bad faith or (b) were not the result of active and deliberate dishonesty, and (2) the Responsible Person did not personally gain in fact a financial profit or other advantage to which he/she was not legally entitled.

2. Legal Expenses

All expenses reasonably incurred by an Indemnified Person in connection with a threatened or actual action or proceeding with respect to which such person is or may be entitled to indemnification under this Article shall be advanced or promptly reimbursed by the Corporation to him/her in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by him/her on his/her behalf to repay the amount of such advances, if any, as to which he/she is ultimately found not to be granted, to the extent such advances exceed the indemnification to which he/she is entitled. Such person shall, however, cooperate in good faith with any request by the Corporation that common counsel be used by parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of such parties.

3. Authorization of Indemnification

a. Not later than sixty (60) days following final disposition of an action or proceeding with respect to which the Corporation has received written request by an Indemnified Person for indemnification pursuant to this Article, if such indemnification has not been ordered by a court, the Board of Directors shall meet and find whether the Responsible Person met the standard of conduct set forth in Section 1 of this Article, and if it finds that he/she did, or to the extent it so finds, shall authorize such indemnification.

b. Such standard shall be found to have been met unless (i) a judgment or other final adjudication adverse to the Indemnified Person established that (a) acts of the Responsible Person 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 (b) the Responsible Person personally gained in fact a financial profit or other advantage to which he/she was not legally entitled; or (ii) if the action or proceeding was disposed of other than by judgment or other final adjudication, the Board finds in good faith that, if it had been disposed of by judgment or other final adjudication, such judgment or other final adjudication would have been adverse to the Indemnified Person and would have established (a) or (b) above.

c. If indemnification is denied, in whole or in part, because of such a finding by the Board in the absence of a judgment or other final adjudication, or because the Board believes the expenses for which indemnification is requested to be unreasonable, such action by the Board shall in no way affect the right of the Indemnified Person to make application therefor in any court having jurisdiction thereof, and in such action or proceeding the issue shall be whether the Responsible Person met the standard of conduct set forth in Section 1 of this Article, or whether the expenses were reasonable, as the case may be, not whether the finding of the Board with respect thereto was correct; and the determination of such issue shall not be affected by the Board's finding. If the judgment or other final adjudication in such action or proceeding establishes that the Responsible Person met the standard of conduct set forth in Section 1 of this Article, or that the

disallowed expenses were reasonable, or to the extent that it does, the Board shall then find such standard to have been met if it has not done so, and shall grant such indemnification, and shall also grant to the Indemnified Person indemnification of the expense incurred by him/her in connection with the action or proceeding resulting in the judgment or other final adjudication that such standard of conduct was met, or if pursuant to such court determination such person is entitled to less than the full amount of indemnification denied by the Corporation, the portion of such expenses proportionate to the amount of such indemnification so awarded.

d. A finding by the Board pursuant to this Section that the standard of conduct set forth in Section 1 of this Article has been met shall mean a finding (i) by a quorum consisting of Directors who are not parties to such action or proceeding or, (ii) if such a quorum is not obtainable or, if obtainable, such a quorum is unable to make such a finding and so directs, (a) by the Board upon the written opinion of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct has been met, or (b) by the members upon a finding that such standard has been met, such action by the Board or members to be taken as promptly as is practicable.

4. Term of Indemnification

This Article shall be deemed to constitute a contract between the Corporation and each person who serves as a Responsible Person at any time while this Article is in effect. No repeal or amendment of this Article, insofar as it reduces the extent of the indemnification of any person who could be a Responsible Person shall without his/her written consent be effective as to such person with respect to any event, act or omission occurring or allegedly occurring prior to (a) the date of such repeal or amendment if on that date he/she is not serving in any capacity for which he/she could be a Responsible Person, or (b) the later of the thirtieth (30th) day following delivery to him/her of written notice of such repeal or amendment or the end of the term of office (for whatever reason) which he/she is serving as a Responsible Person. This Article shall be binding on any successor to the Corporation, including any corporation or other entity which acquires all or substantially all of the Corporation's assets.

5. Insurance.

The Corporation may, but need not, maintain insurance insuring the Corporation or Responsible Persons for liabilities against which they are entitled to indemnification under this Article or insuring Responsible Persons for liabilities against which they are not entitled to indemnification under this Article.

6. Additional Rights or Agreements

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person covered hereby may be entitled other than pursuant to this Article. The Corporation is authorized to enter into agreements with any such person or

persons providing them rights to indemnification or advancement of expenses in addition to the provisions therefor in this Article to the full extent permitted by law.

ARTICLE IX – MISCELLANEOUS

1. Notice by Mail

Whenever any notice or communication is required or permitted by these By-Laws to be given by mail, it shall be mailed to the person to whom it is directed at the address designated by him/her for that purpose, or, if none is so designated, at his/her last known address. Such notice or communication is deemed given when deposited in a sealed wrapper with postage pre-paid, in a post office or official depository under the exclusive care and custody of the United States Post Office. Such mailing shall be by first class mail.

2. Waiver of Notice

Whenever any notice is required to be given under the By-Laws of the Corporation, 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. The attendance of any Director at any meeting, without protesting prior to the conclusion of such meeting, shall constitute waiver of notice by him/her. Waivers of notice may be written or electronic. If written, the waiver shall be executed by the Director by manual or facsimile signature. If electronic, the waiver shall be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

3. Compensation of Directors, Officers and Members of Committees; Loans to Directors; Remuneration for Professional Services

No member of the Board of Directors or officer of the Corporation or member of any Committee shall receive any fee, remuneration, salary, or stipend for services as a Director or officer or member of a Committee.

The Corporation is prohibited from making any loan to any Director, officer or member of any Committee.

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Corporation's Conflict of Interest Policy and state law.

4. Seal

The seal of the Corporation shall be circular in form and have inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal” and “New York”.

5. Fiscal Year

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

ARTICLE X – STATUTORY COMPLIANCE

1. Conflict of Interest Policy

The Board shall adopt, and oversee the implementation of, and compliance with, a written conflict of interest policy to ensure that its Directors, Officers, and Key Persons act in the Corporation’s best interests and comply with applicable legal, regulatory, and ethical requirements, including, but not limited to, the requirements set forth in Section 715-A of the N-PCL, including all changes thereto or changes thereof.

2. Whistleblower Policy

The Board shall adopt, and oversee the implementation of, and compliance with, a written whistleblower policy to protect from retaliation persons who report suspected improper conduct. Such policy shall provide that no Director, Officer, employee, or volunteer of the Corporation who in good faith reports any action or suspected action taken by or within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences. The whistleblower policy shall comply, at a minimum, with the provisions set forth in Section 715-B of the N-PCL, including all amendments thereto or changes thereof.

3. Audit Oversight

The accounts of the Corporation shall be subject to an annual audit report prepared by an independent Certified Public Accountant. The Board of Directors or the Audit, Finance, and Investment Committee of the Board shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation’s financial statements. The Board or the Audit, Finance, and Investment Committee shall annually retain or renew the retention of an independent auditor to conduct an independent audit, and, upon completion thereof, review the results of the audit, and any related management letter with the independent auditor. In the performance of its audit

oversight responsibilities, the Board or Audit, Finance, and Investment Committee shall comply with the duties required by Section 712-A of the N-PCL, including all amendments thereto or changes thereof. Only Independent Directors may participate in any Board or Committee deliberations or voting relating to matters set forth in this section.

ARTICLE XI – NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.

ARTICLE XII – AMENDMENT OF BY-LAWS

Except as otherwise provided by statute or the Certificate of Incorporation, these By-Laws may be amended, altered, repealed or superseded, either in whole or in part, by the affirmative vote of a majority of the Entire Board at any meeting of the Board of Directors, provided that notice thereof is included in the notice of such meeting.

Amended by Board of Directors on January 16, 1990.

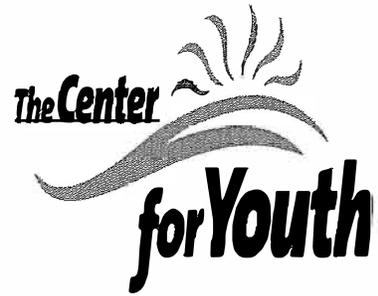
Amended by Board of Directors on September 23, 1998.

Amended by Board of Directors on January 23, 2012.

Amended by Board of Directors on January 25, 2016

Amended by Board of Directors on

Draft of 6/9/20



CHARTER DOCUMENTS



**The Center for Youth Services, Inc.
Executive Committee Charter**

Purpose:

The purpose of the Executive Committee (the "Committee") of the Board of Directors (the "Board") of The Center for Youth Services, Inc. ("The Center") is to (a) act as a clearing house for Board issues; (b) perform on-going planning for the Board, (c) oversee the hiring, performance evaluation, and compensation of the Executive Director and (d) establish agendas for Board meetings and act in lieu of the full Board between such meetings.

Duties and Responsibilities

The principal duties and responsibilities of the Committee (in addition to any others that the Board or President of the Board may from time to time delegate to the Committee) are as follows:

Act as a Clearing House for Board and Perform Planning for Board

1. Review and vet for readiness for full Board consideration:
 - a. all proposed policies presented to it by other committees or The Center's management prior to full Board approval;
 - b. the Board's committee charters and any proposed changes to the charters prior to full Board approval;
 - c. any proposed recommendations from the Governance Committee regarding changes to The Center's documents outlining expectations or responsibilities of Board members, committee chairpersons and Board officers; and,
 - d. any proposed operating guidelines from Governance Committee applicable to all Board committees.

2. Review and comment on:
 - a. the annual budget prior to full Board approval;
 - b. new service initiatives and contracts and new facility leases and purchases; and,
 - c. all youth advocacy issues presented to the Committee. Present such issues to the full Board as required.

3. Coordinate:
 - a. the development and updating of The Center's strategic plan; and
 - b. work plans and activities of the Board and its standing committees.

Executive Director Hiring, Evaluation and Compensation

4. Develop the job description of the Executive Director and update as necessary.
5. Together with the President of the Board, design and oversee the process for the selection of the Executive Director and submit such process to the Board for approval. Recommend candidates to the Board for approval.
6. Together with the President of the Board, develop the process for the performance evaluation of the Executive Director and revise from time to time, as appropriate; annually oversee the implementation of the performance evaluation process; review and approve performance goals and objectives for the Executive Director.
7. Establish and oversee the process for the termination of an Executive Director.
8. Set the compensation for the Executive Director; review and approve any agreements/arrangements with the Executive Director including, but not limited to, employment agreements, bonuses and severance packages, and submit such arrangements to the full Board for its approval.
9. Consult with the Executive Director with respect to senior management succession planning. At least annually, the Executive Director shall provide the Committee with an assessment of the senior managers, including their potential to succeed the Executive Director and other senior management positions.
10. Consult with the Executive Director with respect to, and approve, the appropriate structure of The Center's staff.

Other

11. Establish agendas for, and plan, Board meetings.
12. Act in lieu of the Board when action is required between Board meetings with subsequent notification to the full Board of action taken.
13. Serve as advisor to the Executive Director; act as liaison between the Executive Director and the full Board.
14. Review, discuss and assess the Committee's own performance as well as its role and responsibilities.
15. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board.

Composition and Operation

The Committee is a standing committee of the Board. The Committee shall be comprised of the officers of the Board and the chairpersons of the standing Board committees. The Committee may invite, at its

discretion, other Board members and community volunteers to attend meetings and participate in Committee discussions.

The Chairperson of the Committee shall be the President of the Board.

Members of the Committee shall be designated annually by the Board.

The Chairperson of the Committee is responsible for the orientation of new Committee members regarding the duties and responsibilities of the Committee.

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person, telephonically or virtually, and may act without a meeting by unanimous written consent of all members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee. The Committee shall keep minutes of its proceedings that shall be taken by the person whom the Chairperson designates to act as secretary of the meeting. The minutes shall be available for review by the entire Board and shall be filed as permanent records with The Center. At each meeting of the Board following a meeting of the Committee, the Chairperson or member of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee may meet in executive session without the presence of any members of management as often as it deems appropriate.

The Committee may request that any Board members, officers, employees of The Center, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Date approved by the Board: January 23, 2012

Rev 01/12



**The Center for Youth Services, Inc.
Governance Committee Charter**

Purpose:

The purpose of the Governance Committee (the "Committee") of the Board of Directors (the "Board") of The Center for Youth Services, Inc. ("The Center") is to (a) review and make recommendations to the Board on governance issues and policies and exercise a leadership role in shaping The Center's corporate governance and regulatory compliance; (b) recruit and recommend new members for Board approval, and (c) if requested by the President or the Executive Committee of the Board, assist with the hiring, performance evaluation, and compensation of the Executive Director.

Duties and Responsibilities

The principal duties and responsibilities of the Committee (in addition to any others that the Board or President of the Board may from time to time delegate to the Committee) are as follows:

Governance Policy Development

1. Oversee and monitor the process of developing and reviewing periodically corporate governance policies and principles to ensure that they are appropriate for The Center and comply with the requirements of any applicable law or regulation; recommend such policies and principles and appropriate changes thereto to the Board for approval.

Such policies shall be in writing and shall include, but not be limited to, the following:

- a. whistleblower process and protection
 - b. document retention and destruction
 - c. conflict of interest and disclosure of certain interests
 - d. code of conduct for Board members
 - e. computer and internet use
 - f. availability of documents, if appropriate, to the public
2. Regularly monitor and assess compliance with governance policies; make recommendations as appropriate.
 3. Ensure effective Board processes, structures and roles. Develop a process for, and oversee, periodically, an assessment of the Board's performance and effectiveness. Propose, as appropriate, changes in Board size, structure, role, and responsibilities. Provide ongoing counsel and recommendations to the Board president on steps he/she might take to enhance Board and Committee effectiveness.

4. Periodically look at external trends in governance; compare trends to Board policies; recommend adjustments as needed.
5. Inform the Board members about their legal/governance responsibilities.
6. Review periodically the bylaws and other governing documents to make sure they meet changing governance and legal requirements/standards.
7. Develop written documents outlining expectations or responsibilities of Board members, committee chairpersons and Board officers; make recommendations to the Executive Committee of the Board for appropriate changes from time to time.
8. Oversee and assist with the development of written charters for all Board committees which such charters shall be drafted by each committee; review and approve such written charters before each committee presents them to Executive Committee and ultimately to the Board; develop operating guidelines applicable to all committees to be approved by the Executive Committee; periodically review the need for each committee and assess the effectiveness of each committee; consider strategies to keep committees meaningful and helpful; make recommendations to the Board for the creation of ad hoc committees to address special needs.
9. Take the lead in Board succession planning; take steps to recruit and prepare for future Board leadership.
10. Recommend for election by the Board the officers of the Board.

Board Composition

11. Search for, recruit, screen, interview and select individuals qualified to become Board members of The Center and recommend Board member candidates to fill vacancies on the Board or to stand for election to the Board at the Annual Meeting of The Center.
12. Develop Board member qualification criteria and establish procedures for evaluating the suitability of potential Board member nominees. Such criteria shall include the possession of such knowledge, experience, skills, expertise, and diversity so as to enhance the Board's ability to manage and direct the affairs and business of The Center, including, when applicable, to enhance the ability of the committees of the Board to fulfill their duties. The Committee shall also consider the extent to which the candidate would fill a present need on the Board. In its evaluation process, the Committee shall also take into account the following guidelines:
 - a. Candidates shall be individuals of the highest character and integrity;
 - b. Candidates shall be free of conflicts of interest that would interfere with their ability to discharge their duties as a Board member or would violate any applicable law or regulation; and

- c. Candidates shall be willing to devote the time necessary to discharge their duties as a Board member.

13. Design and oversee a process for Board orientation.
14. Design and implement an ongoing program of Board information and education to help Board members. Provide training, coaching and mentoring for Board members to develop their own skills as Board members.
15. Establish and implement a process for evaluating the performance of individual Board members; develop strategies to keep Board members engaged and to re-engage those not meeting expectations; monitor the attendance and contribution of Board members; establish procedures for the removal of Board members.

Other

16. Review, discuss and assess the Committee's own performance as well as its role and responsibilities.
17. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board.
18. Conduct the Executive Director performance evaluation -- the chairperson is responsible for conducting the performance evaluation, including soliciting input from fellow board members, preparing the final written evaluation, meeting with the Executive Director to discuss the performance evaluation and informing the Board of the evaluation outcome.

Composition and Operations

The Committee is a standing committee of the Board. The Committee shall be comprised of three or more Board members, the exact number to be determined from time to time by the President of the Board, one of which shall be the President of the Board. The Committee may invite, at its discretion, other Board members and community volunteers to attend meetings and participate in Committee discussions.

The Chairperson of the Committee shall be designated by the President of the Board. To the extent practicable, and provided such person is a Board member, the Chairperson of the Committee shall be the immediate past President of the Board.

Members of the Committee shall be designated annually by the Board.

The Chairperson of the Committee is responsible for the orientation of new Committee members regarding the duties and responsibilities of the Committee.

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person, telephonically or virtually, and may act without a meeting by unanimous written consent of all members. A majority of the members of the Committee shall constitute a quorum for

the transaction of business. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee. The Committee shall keep minutes of its proceedings that shall be taken by the person whom the Chairperson designates to act as secretary of the meeting. The minutes shall be available for review by the entire Board and shall be filed as permanent records with The Center. At each meeting of the Board following a meeting of the Committee, the Chairperson or member of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee may meet in executive session without the presence of any members of management as often as it deems appropriate.

The Committee may request that any Board members, officers, employees of The Center, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Date approved by the Board: January 2012

Rev 01/12



**The Center for Youth Services, Inc.
Audit, Finance, and Investment Committee Charter**

Purpose:

The purpose of the Audit and Finance Committee (the "Committee") of the Board of Directors (the "Board") of The Center for Youth Services, Inc. ("The Center") is to (a) assist the Board in fulfilling its oversight responsibilities with respect to (i) the quality and integrity of financial statements and related disclosures, (ii) The Center's compliance with legal and regulatory requirements, including The Center's internal controls and procedures and The Center's disclosure controls and procedures, and (iii) the independent auditors' (the "Auditors") qualifications, independence and performance; (b) oversee the development of the budget and review financial statements; (c) oversee the investment of The Center's endowment funds and review and make recommendations to the Board on investment policies; and (d) oversee the purchasing/leasing and renovation of The Center's facilities.

Duties and Responsibilities

The principal duties and responsibilities of the Committee (in addition to any others that the Board or President of the Board may from time to time delegate to the Committee) are as follows:

Audit Responsibilities

1. Authority to directly appoint, retain, compensate, evaluate, and, where appropriate, replace the Auditors. The Auditors shall report directly to the Committee. The Committee shall be directly responsible for oversight of the independent auditors, including resolution of disagreements between management and the Auditors.
2. Review and pre-approve all auditing services and permitted non-audit services to be provided by the Auditors and the related fees, and establish policies and procedures for the pre-approval of such engagements. The Committee shall consider whether the provision of any such non-audit services is compatible with the independence of the Auditors. The Committee may delegate to subcommittees consisting of one or more members the authority to grant preapprovals of permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting. The Committee may consult with management regarding these matters but may not delegate this authority to management. The Committee shall review with the lead audit partner whether any of the senior audit team members receive any discretionary compensation from the audit firm with respect to non-audit services performed by the independent auditors. Engagement letters with respect to the service to be performed, whether audit or non-audit, approved in accordance with the foregoing may be signed on behalf of the Committee by its Chairperson and, if the Chairperson is unavailable to sign, by such other member of the Committee who has been delegated the authority to sign.

3. Receive and review periodic written reports from the Auditors regarding the Auditors' independence and discuss such report with the Auditors. The Committee shall review and discuss with the Auditors any relationships or services that may impact the objectivity and independence of the Auditors and take appropriate action in response to the Auditors' report to satisfy itself of the Auditors' independence. This review shall include an evaluation of the lead partner of the Auditors. The Committee shall consider the merits of having the lead audit partner rotated periodically and shall consider whether there should be periodic rotation of the Auditors. The Committee shall present its findings from this report to the Board.
4. Review with the lead audit partner and, if the Committee deems it appropriate, a more senior representative of the Auditors, annually or more frequently as the Committee considers appropriate, a report by the Auditors describing: the independent auditors' internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the Auditors, or by any inquiry, review or investigation by governmental or professional or other regulatory authorities, within the preceding five years, respecting independent audits carried out by the Auditors, and any steps taken to deal with these issues; and (to assess the independent auditors' independence) all relationships between the Auditors and The Center.
5. Establish policies for the hiring by The Center of current or former partners, principals, shareholders or professional employees of the Auditors. Ensure that none of the individuals serving in the position of Executive Director or Director of Finance participated in any capacity in the audit of The Center as an employee of the Auditors during the 1-year period preceding the date of initiation of any audit being performed by the Auditors. For purposes of this Charter, "Director of Finance" is that individual in the Management of The Center who has primary responsibility for all material aspects of the agency's finances, whether or not such individual has that specific title.
6. Examine and make recommendations, if any, with respect to the audit scope, the schedule, the procedures to be followed and the staffing of the annual audit conducted by the Auditors.
7. Review and discuss with management and the Auditors the annual audited financial statements, including related footnotes, and the Auditors report thereon. Based on the review and discussions and based upon the reports and disclosures received from the Auditors, determine whether to recommend to the Board that the audited financial statements be approved.
8. Review and discuss with the Auditors and management the reports from the Auditors covering:
 - (a) all critical accounting policies and practices to be used;
 - (b) all material alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditors;
 - (c) all other material written communications between the Auditors and management, such as any engagement letter, independence letter, "management" or "internal control" letter issued or proposed to be issued,

any management response letter, reports on observations and recommendations on internal controls, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any;

- (d) all matters required to be discussed with the Committee by the Auditors pursuant to Statement on Auditing Standards (“SAS”) No. 114 relating to the conduct of the audit, including any difficulties with management encountered in performing the audit (such as restrictions on the scope of the independent auditors’ activities or on its access to requested information) and any significant disagreements with management over the application of accounting principles, the basis for management’s accounting estimates and the disclosures in the financial statements;
 - (e) all matters to be communicated to the Committee under generally accepted auditing standards, including the judgments of the independent auditors with respect to the quality, not just the acceptability, of The Center’s accounting principles and underlying estimates in the financial statements;
 - (f) the significant financial reporting issues and judgments made in connection with the preparation of The Center’s financial statements, including any significant changes in The Center’s selection or application of accounting principles, any major issues as to the adequacy of The Center’s internal controls, and any special steps adopted in light of material internal control deficiencies or weaknesses;
 - (g) the effect of regulatory and accounting initiatives on the financial statements of The Center; and
 - (h) such other matters as the Committee deems appropriate.
9. Review with the Auditors any audit problems or difficulties and disagreements with management encountered in the course of the audit, management’s response thereto and the related effects on audit scope and procedures. The Committee is responsible for resolving any disagreements between management and the Auditors regarding financial reporting.
10. Examine and review with the Auditors and the Director of Finance the comments and recommendations contained in the Auditor’s management letter as presented to the Committee, and management’s response to those reports, and advise the Board with respect thereto.
11. Meet with the Auditors in Executive Session at least once each year.
12. Review and discuss with management and the Auditors the quality and adequacy of The Center’s internal controls that could significantly affect The Center’s financial statements.

13. Discuss with management and the Auditors The Center's major financial risk (fraud, errors and omissions) exposures, The Center's policies with respect to risk assessment and risk management and the steps management has taken to monitor and control these exposures.
14. Review with management and the Auditors the effect of regulatory enforcement and accounting policy initiatives on The Center's financial statements.
15. Review with The Center's legal counsel and the Auditors, matters that may have a material impact on the financial statements, The Center's compliance policies and any material reports or inquiries received from regulators or government agencies.

Financial Responsibilities

16. Oversee annual budget preparation and financial planning as performed by Finance Department and Center personnel. Ensure that the budget accurately reflects the needs, expenses and revenue of The Center. Review and revise the budget as appropriate. Make budget re-forecasts as appropriate. Recommend the budget to the Board for approval.
17. Ensure that policies and procedures are in place at The Center for the maintenance and compilation of accurate and complete financial records. Ensure that accurate timely and meaningful financial statements are prepared by the Finance Department and provided for review by the Committee on a timely basis. Ensure accurate tracking, monitoring and accountability for funds by the Finance Department. Monitor income and expenses against projections. Monitor cash flow and use of line of credit.
18. Review proposed new funding and programs for on-going financial implications, as identified and communicated by the Finance Department or any other department of The Center.
19. Review and recommend financial and administrative policies to the Board to ensure adequate internal controls. Review fiscal procedures.
20. Ensure compliance with federal, state and other requirements related to The Center's finances. Ensure that IRS Form 990, other forms, and employment and other taxes required by governments are filed completely, correctly and on time. Review Form 990 before it is filed.
21. Ensure compliance with the fiscal requirements imposed by any funder or donor is being actively monitored by the Finance Department.
22. Review the findings of any examination or fiscal review performed by third parties (such as funders or regulatory agencies) and management's responses thereto.
23. Ensure that The Center has policies and procedures in place to maintain adequate insurance coverage.
24. Ensure that prudent banking policies and practices are in place. Review and approve the establishment of bank accounts, lines of credit, credit cards and similar items. Review and

approve the policies and procedures applicable to the usage of each of the foregoing. Approve the authorized signatories for each of the foregoing.

Investment Responsibilities

25. Oversee the investment of The Center's Endowment Fund (the "Fund"). Ensure that prudent investment policies and practices are in place.
26. Develop and review periodically a long-term investment policy; recommend such policy and appropriate changes thereto to the Board for approval.
27. Develop and review periodically an Endowment Fund Distribution Policy; recommend such policy and appropriate changes thereto to the Board for approval.
28. Authority to directly appoint, evaluate and, where applicable, replace the investor advisor (the "Advisor").
29. Define the investment objectives and policies of the Fund; direct the Advisor to make changes in investment policy; approve or disapprove Advisor recommendations with regard to policy, guidelines, objectives and specific investments.
30. Review the investment performance of the Fund on a quarterly basis; review no less frequently than annually, reports from the Advisor; meet with the Advisor annually or as circumstances necessitate to review investment results and any related issues; make periodic reports to the Board about the investment performance of the Fund.
31. Ensure that The Center's policies and procedures related to the investment and management of endowment funds comply with the New York Prudent Management of Institutional Funds Act ("NYPMIFA").

Other Responsibilities

32. Review and recommend to the Board for approval all leases and purchases of real property.
33. Review and monitor the funding and expenses associated with facility renovations. Ensure that proper policies and procedures are in place at The Center for the approval of only authorized expenditures related to renovations.
34. Review and comment upon the performance evaluation of the Director of Finance.
35. Review, discuss and assess the Committee's own performance as well as its role and responsibilities.
36. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board.

Composition and Operations

The Committee is a standing committee of the Board. The Committee shall be comprised of three or more Board members, the exact number to be determined from time to time by the President of the Board. Each member of the Committee shall (a) be "independent"; and (b) at least three committee members shall have such financial/accounting professional/educational experience or similarly related skills/training to understand, analyze and reasonably assess the financial statements of The Center and the competency of the auditing firm. The acceptability of an individual's qualifications to fulfill these requirements shall be the joint assessment of the chairpersons of the Finance Committee and Governance/Nominating Committee. At least one member of the Committee must have accounting or related financial management expertise. The Committee may invite, at its discretion, other Board members and community volunteers to attend meetings and participate in Committee discussions.

The Chairperson of the Committee shall be designated by the President of the Board. To the extent practicable, the Chairperson of the Committee shall be the Treasurer of the Board.

Members of the Committee shall be designated annually by the Board.

The Chairperson of the Committee is responsible for the orientation of new Committee members regarding the duties and responsibilities of the Committee.

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person, telephonically or virtually, and may act without a meeting by unanimous written consent of all members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee. The Committee shall keep minutes of its proceedings that shall be taken by the person whom the Chairperson designates to act as secretary of the meeting. The minutes shall be available for review by the entire Board and shall be filed as permanent records with The Center. At each meeting of the Board following a meeting of the Committee, the Chairperson or member of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee may meet in executive session without the presence of any members of management as often as it deems appropriate.

The Committee may request that any Board members, officers, employees of The Center, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Limitation of Committee's Role

While the Committee has the authority, responsibilities and powers set forth in this Charter, the Committee's function is one of oversight and review. The Center's management is responsible for preparing The Center's financial statements, budgets and other key financial summaries or analyses, and for developing and maintaining systems of internal accounting and financial controls, while the Auditors will assist the Committee and the Board in fulfilling their responsibilities for their review of these financial statements and internal controls. The Committee expects the Auditors to call to their attention any

accounting, auditing, internal accounting control, regulatory or other related matters that they believe warrant consideration or action. The Committee recognizes that management and the Auditors have more knowledge and information about The Center than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee does not provide any expert or special assurance as to The Center's financial statements or internal controls. Each member of the Committee shall be entitled to rely on the integrity of those persons within and outside The Center that provide information to the Committee and to the accuracy and completeness of the financial and other information provided to the Committee by such person or persons absent actual knowledge to the contrary.

Date approved by the Board: _____2012

Rev: 1/4/12



**The Center for Youth Services, Inc.
Program Committee Charter**

Purpose:

The purpose of the Program Committee (the "Committee") of the Board of Directors (the "Board") of The Center for Youth Services, Inc. ("The Center") is to provide program oversight to assure all services provided by the Center align with its vision, mission and principles and represent current "best practices". The Committee reviews, approves, and, when appropriate, initiates program policies; it serves as a checkpoint for funder expectations; and provides support and direction in service expansion and growth.

Duties and Responsibilities

The Committee's specific responsibilities include:

1. Policy
 - a. Assure that a systematic review of all program policies is conducted by The Center's program directors
 - b. Review and approve all new program policies
 - c. Initiate program policies, as appropriate
2. Program Review
 - a. Monitor and assess existing programs through quarterly updates or other appropriate methods.
 - b. Monitor funder contractual obligations
 - c. Update and report to the Center's board on funder evaluations/site visit feedback.
 - d. Monitor new program development.
3. Program Quality Assurance
 - a. Review with The Center's program directors formative assessments that will permit evaluation of services as part of a continuous improvement plan for each program to meet its non-quantitative service delivery goals.
4. Client and Referral Satisfaction
 - a. Perform quarterly reviews of client satisfaction surveys
 - b. Perform annual review of all referral source satisfaction survey and partner agreements
5. Strategic Plan
 - a. Develop and implement strategies which support The Center's Strategic Plan, including, but not limited to:
 - i. Providing input to annual budget, prior to approval by the full Board.
 - ii. Providing support and guidance regarding service expansion and growth
 - b. Discuss and recommend program priorities.
6. Other
 - a. Review, discuss and assess the Committee's own performance as well as its role and responsibilities.

- b. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board.
- c. Review and comment upon the performance evaluation of the Program Directors.

Composition and Operations

The Committee is a standing committee of the Board. The Committee shall be comprised of three or more Board members, the exact number to be determined from time to time by the President of the Board. The Committee may invite, at its discretion, other Board members and community volunteers to attend meetings and participate in Committee discussions.

The Chairperson of the Committee shall be designated by the President of the Board.

Members of the Committee shall be designated annually by the Board.

The Chairperson of the Committee is responsible for the orientation of new Committee members regarding the duties and responsibilities of the Committee.

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person, telephonically or virtually, and may act without a meeting by unanimous written consent of all members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee. The Committee shall keep minutes of its proceedings that shall be taken by the person whom the Chairperson designates to act as secretary of the meeting. The minutes shall be available for review by the entire Board and shall be filed as permanent records with The Center. At each meeting of the Board following a meeting of the Committee, the Chairperson or member of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee may meet in executive session without the presence of any members of management as often as it deems appropriate.

The Committee may request that any Board members, officers, employees of The Center, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Date approved by the Board: January 23, 2012

Rev 01/12



**The Center for Youth Services, Inc.
Fund Development Committee Charter**

Purpose:

The purpose of the Fund Development Committee (the "Committee") of the Board of Directors (the "Board") of The Center for Youth Services, Inc. ("The Center") is to (a) review and make recommendations to the Board on fund development issues and policies and exercise a leadership role in shaping The Center's fund development work plan.

Duties and Responsibilities

The Committee will lead The Board in securing individual, corporate and foundation contributions, including non-government grants, to support The Center's work. The Committee will also work with The Center's Development Director and Executive Director to review fund development strategies and identify potential donors. The Committee will:

1. Identify which campaigns The Center will engage in to support its Strategic Plan on an annual basis such as annual appeals, endowment campaigns, and/or capital campaigns.
2. Identify and plan, with the Development Director and other staff members, events to support The Center's yearly initiatives, including internal and external events to include both large and small revenue generation opportunities as the Committee determines are appropriate.
3. Support corporate and foundation giving opportunities by identifying such opportunities, writing letters in support of grants, and reviewing grants as requested by the Development Director.
4. Assist the Development Director and other staff members in obtaining in-kind donations and services to support The Center's programs and facilities.
5. Review annual publications and communication tools such as annual appeal, annual report, annual events materials, and web site and make recommendations.
6. Review The Center's Non- Government Grant Plan to assure alignment with the annual budget and Strategic Plan.
7. Participate in the development, review and monitoring of The Center's Strategic Plan as it relates to Fund Development.
8. Coordinate with external fund-raisers to insure that their programs and activities are consistent with The Center's mission, core values and brand.
9. Review and recommend procedures for engaging external fund-raising professionals as needed.
10. Review and comment upon the performance evaluation of the Development Director.
11. Review, discuss and assess the Committee's own performance as well as its role and responsibilities.

12. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board.

Composition and Operations

The Committee is a standing committee of the Board. The Committee shall be comprised of three or more Board members, the exact number to be determined from time to time by the President of the Board. The Committee may invite, at its discretion, other Board members and community volunteers to attend meetings and participate in Committee discussions.

The Chairperson of the Committee shall be designated by the President of the Board.

Members of the Committee shall be designated annually by the Board.

The Chairperson of the Committee is responsible for the orientation of new Committee members regarding the duties and responsibilities of the Committee.

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person, telephonically or virtually, and may act without a meeting by unanimous written consent of all members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee. The Committee shall keep minutes of its proceedings that shall be taken by the person whom the Chairperson designates to act as secretary of the meeting. The minutes shall be available for review by the entire Board and shall be filed as permanent records with The Center. At each meeting of the Board following a meeting of the Committee, the Chairperson or member of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee may meet in executive session without the presence of any members of management as often as it deems appropriate.

The Committee may request that any Board members, officers, employees of The Center, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Date approved by the Board: January 23, 2012

Rev 01/12



**The Center for Youth Services, Inc.
Human Resources Committee Charter**

Purpose:

The purpose of the Human Resources Committee (the "Committee") of the Board of Directors (the "Board") of The Center for Youth Services, Inc. ("The Center") is to provide oversight, consultation, and support on the following human resources processes and practices:

1. Human Resources policies
2. Staff compensation
3. Benefits package
4. Performance evaluation
5. Staff development
6. Work culture
7. Internal and external staffing
8. Conflict resolution process and hearings

Duties and Responsibilities

The principal duties and responsibilities of the Committee (in addition to any others that the Board, President of the Board, or Executive Committee may from time to time delegate to the Committee) are as follows:

1. Review and revise human resources policies, processes and practices and make recommendations to the full Board.
2. Monitor and assess compliance with Human Resources policies and practices; make recommendations as appropriate.
3. Develop and implement human resources strategies as part of the agency strategic plan.
4. Annually review compensation and benefits package and recruiting and retention data to assess effectiveness.
5. Assess trends in employee attitude and employee concerns for potential policy and practice adjustments.
6. Review staff demographics annually and make recommendations for gaps related to either labor market or client demographics.
7. Act as dispute resolution committee for employee complaints pursuant to procedures set forth in Employee Handbook.

8. Review and comment upon the performance evaluation of the Human Resources Director.
9. Review, discuss and assess the Committee's own performance as well as its role and responsibilities.
10. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board.

Composition and Operation

The Committee is a standing committee of the Board. The Committee shall be comprised of three or more Board members, the exact number to be determined from time to time by the President of the Board. At least three committee members shall have expertise or experience in matters of personnel, labor, management, compensation, and/or benefits. The Committee may invite, at its discretion, other Board members and community volunteers to attend meetings and participate in Committee discussions.

The Chairperson of the Committee shall be designated by the President of the Board. Members of the Committee shall be designated annually by the Board.

The Chairperson of the Committee is responsible for the orientation of new Committee members regarding the duties and responsibilities of the Committee.

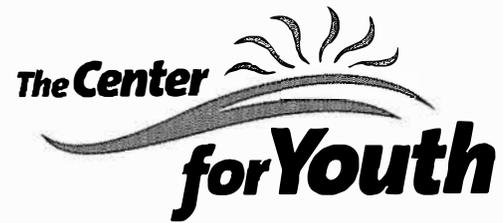
The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may meet in person, telephonically or virtually, and may act without a meeting by unanimous written consent of all members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of the majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee. The Committee shall keep minutes of its proceedings that shall be taken by the person whom the Chairperson designates to act as secretary of the meeting. The minutes shall be available for review by the entire Board and shall be filed as permanent records with The Center. At each meeting of the Board following a meeting of the Committee, the Chairperson or member of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee may meet in executive session without the presence of any members of management as often as it deems appropriate.

The Committee may request that any Board members, officers, employees of The Center, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Date approved by the Board: January 23, 2012

Rev
01/12



Tab 5

Selected Policies

**THE CENTER FOR YOUTH
12 STEP PROGRAM EVALUATION
(AS DRAFTED BY THE EXECUTIVE COMMITTEE 12/03)**

FISCAL INTEGRITY

Ensure continued fiscal strength, integrity

CORE MISSION

Maintain unique focus and philosophy – on serving youth and involving youth

EVALUATION

Implement and promote those services and programs that are best-practice model(s)

ANALYSIS

Guide expansion and change with strong data collection and policy analysis to move forward in a measured, incremental way

COMMUNITY NEED

Implement and promote those service and program changes that are based on community need and gaps in service

QUALITY

Ensure that service and program changes maintain or enhance the current Center standard for program and service quality

INFRASTRUCTURE

Assess impact of service or program change on:
staff (capacity & satisfaction)
Facilities
Budget
Programs
Culture
Customers
Board
Leadership
Youth

FUND DEVELOPMENT

Consider whether or not service or program change offers new opportunities for funding or for leveraging new or different resources

PUBLIC PERCEPTION & STAKEHOLDER RELATIONS

Weigh the effect of the service or program change on The Center's

- public image
- opportunity for education and advocacy
- political relations and funding streams
- partner relationships
- customer relationships, perceptions, and access
- staff satisfaction and capacity

CODE OF ETHICS

Ensure that the service or program change is compatible / complies with The Center's professional / client code of ethics

STRATEGIC PLAN

Determine the extent to which the service or program change aligns with The Center's Strategic Plan

LIKELIHOOD OF SUCCESS

Assess the likelihood of successful implementation and management

The Center for Youth Services, Inc.

Conflict of Interest Policy

I. Purpose

The purpose of this policy is to help inform the directors, officers and Key Employees of The Center for Youth Services, Inc. and CYS Properties, Inc. (collectively, "The Center") about what constitutes a conflict of interest, assist them in identifying and disclosing actual and potential conflicts, and ensure that they act in the best interests of The Center and comply with applicable legal requirements, including but not limited to Sections 715 and 715-a of the New York Not-for-Profit Corporation Law.

There exists between The Center and its directors, officers and Key Employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The directors, officers and Key Employees have the responsibility of administering the affairs of The Center honestly and prudently and of exercising their best care, skill, and judgment for the sole benefit of The Center. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with The Center or knowledge gained therefrom for their personal benefit. The interests of The Center must be the first priority in all decisions and actions.

This policy is designed to ensure that all institutional decisions are made solely to promote the best interests of The Center without favor or preference based on personal considerations, and to provide the highest ethical conduct. This policy is intended to supplement, but not replace any applicable New York State or federal laws governing conflicts of interest applicable to nonprofit corporations.

II. Definitions

- A. **Audit Committee:** is the Audit and Finance Committee of The Center's Board of Directors constituted to fulfill the requirements of Section 712-a of the New York Not-for-Profit Corporation Law.
- B. **Interested Person:** is any director, officer or Key Employee of The Center.
- C. **Family Member:** is (i) a spouse, ancestors, brothers and sisters (whether whole or half - blood), children (whether natural or adopted), grandchildren, great- grandchildren, and spouses of brothers, sisters, children, grandchildren and great-grandchildren, or (ii) a domestic partner.
- D. **Related Entity:** is any entity in which any Interested Person is a director, officer, partner, manager, member, owner, trustee, receiver, guardian, or personal or legal representative.
- E. **Key Employee:** is the Executive Director, the Director of Finance, the Director of Operations and any other employee of The Center who is in a position to exercise substantial influence over the affairs of The Center.
- F. **Disclosure Statement:** is the written statement required by Section 715-a of the New York Not-for-Profit Corporation Law identifying, to the best knowledge of the person submitting such statement, any entity of which such person is a director, officer, trustee, member, owner (either as a sole proprietor or partner), or employee and with which The Center has a relationship, and any transaction in which The Center is a participant and in which such person might have a conflicting interest.

- G. **Related Party Transaction:** is any transaction, agreement, or any other arrangement in which a Related Party has a financial interest and in which The Center is a participant.
- H. **Related Party:** is (i) any director, officer or Key Employee of The Center, (ii) any Family Member of any director, officer or Key Employee of The Center, or (iii) any entity in which any individual described in clauses (i) and (ii) of this definition has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

III. Conflict of Interest

- A. A conflict of interest is a transaction or relationship which presents or may present a conflict between the Interested Person's duty and obligations to The Center and the Interested Person's personal, business or other interests.

B. Areas in Which Conflicts May Arise

Conflicts of interest may arise in the relations of Interested Persons with any of the following third parties:

1. Persons or entities supplying goods or services to The Center.
2. Persons or entities from which The Center leases property and equipment.
3. Persons or entities with whom The Center is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property.
4. Other nonprofit or competing organizations.
5. Agencies, organizations, and associations that affect the operation of The Center.
6. Family members, friends, business associates and other employees.

C. Nature of Conflicting Interest

A conflicting interest, direct or indirect, with any persons or entities mentioned in Section B above might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with The Center.
2. Holding office, serving on the Board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with The Center.
3. Using The Center's personnel, equipment, supplies or goodwill for other than The Center- approved activities, programs, and purposes.
4. Receiving personal gifts or loans from third parties dealing with The Center. Receipt of any gift is disapproved except gifts of value of less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.
5. Expending staff time during The Center's normal business hours for personal affairs or for other organizations, civic or otherwise, to the detriment of work performance for The Center.

D. Indirect Interests

Conflicting interests may also be indirect. An Interested Person will be considered to have an indirect interest in another entity or transaction if any of the following also have an interest:

1. A Family Member of an Interested Person.
2. An estate or trust of which the Interested Person or Family Member is a beneficiary, personal representative or trustee.
3. A company of which a Family Member is an officer, director, or employee or in which a Family Member has ownership or other proprietary interests.

E Confidential Information

One of The Center's most valuable assets is its confidential information. The security and integrity of all confidential data must be diligently protected. Accordingly, all Interested Persons shall not disclose or use any confidential information relating to The Center for their personal benefit or advantage or for the benefit or advantage of their Family Member(s), business associates, or other organizations or for any non-Center related purposes.

F. Hiring of Relatives

In order to avoid nepotism or the appearance of nepotism, it is the policy of The Center not to employ a Family Member of a director, officer or Key Employee. If subsequent to becoming a director, officer or Key Employee, such person should marry an employee of The Center or live together with an employee in the same household the relationship will be considered a potential conflict of interest and will be referred to the Audit Committee for appropriate action.

G. Interpretation of this Statement of Policy

The areas of conflicting interest listed in B of this Section III, and the relations in those areas which may give rise to conflict, as listed in C of this Section III, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that directors, officers and Key Employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section III C exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of The Center.

However, it is the policy of the Board of Directors that the existence of any of the interests described in Section III C shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the directors, officers, and Key Employees to scrutinize their transactions and outside business and personal interests and relationships for potential conflicts and to immediately make such disclosures.

IV. Duty to Disclose

- A. A Disclosure Statement and an Affirmation of Compliance shall be submitted to the Corporate Secretary of The Center (i) upon the Interested Person's association with The Center (including, in the case of a director, prior to the director's initial election to the Board) and (ii) annually thereafter. The Corporate Secretary of The Center shall provide a copy of all Disclosure Statements to the Audit Committee.
- B. An Interested Person is under a continuing obligation to disclose any potential conflict of interest, by filing a supplemental Disclosure Statement, as soon as a potential conflict is known or reasonably should be known. The supplemental Disclosure Statement shall be provided to the Audit Committee.

V. Procedures for Addressing Potential Conflicts

- A. An Interested Person who has a potential conflict of interest with respect to a proposed action, policy, or transaction of The Center shall not participate in any way in, or be present during the deliberations and voting of The Center regarding the conflict of interest. However, the Interested Person shall have the opportunity to provide factual information about the proposed conflict and/or action, policy, or transaction prior to the deliberations and voting. Also, the Audit Committee may request that the Interested Person be available to answer questions prior to the deliberations and voting. The Interested Person may not make any attempt to influence improperly the deliberation or voting on the matter giving rise to the conflict.
- B. The chair of the Audit Committee shall, if the Audit Committee determines that it is appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
- C. The Audit Committee shall consider whether The Center could obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- D. The Audit Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in The Center's best interest and for its own benefit and whether the transaction is fair and reasonable to The Center and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

VI. Related Party Transactions

- A. The Center shall not enter into any Related Party Transaction unless the transaction is determined by the Audit Committee to be fair, reasonable and in The Center's best interest at the time of such determination. Any director, officer or Key Employee who has an interest in a Related Party Transaction shall disclose in good faith to the Audit Committee the material facts concerning such interest.
- B. The Audit Committee shall, prior to entering into the transaction, consider alternative

transactions to the extent available and shall approve the transaction by not less than a majority vote of the committee members present at the meeting.

C. No Related Party may participate in deliberations or voting relating to matters set forth in this Section VI; provided that nothing in this section VI shall prohibit the Audit Committee requesting that a Related Party present information concerning a Related Party Transaction at a committee meeting prior to the commencement of deliberations or voting relating thereto.

VII. Violations of the Conflict of Interest Policy

- A. If the Audit Committee has reasonable cause to believe a director, officer or a Key Employee has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the response of the director, officer or Key Employee, and making such further investigation as may be warranted in the circumstances, the Audit Committee determines that the director, officer or Key Employee has in fact failed to disclose an actual or possible conflict of interest it shall take appropriate remedial or corrective action.

VIII. Records of Proceedings

- A. The minutes of the Audit Committee meeting at which a possible or actual conflict of interest is discussed or voted upon shall contain:
 - 1. The names of the persons who disclosed or otherwise were found to have a financial or other interest in connection with an actual or possible conflict of interest, the nature of the financial or other interest, any action taken to determine whether a conflict of interest was present, and the Audit Committee's decision as to whether a conflict of interest in fact existed.
 - 2. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.
- B. The minutes of the Audit Committee meeting at which a Related Party Transaction is discussed or voted upon shall contain:
 - 1. The names of the persons who disclosed a Related Party Transaction, the Related Parties with respect to such Related Party Transaction, a description of the Related Party Transaction, the content of the discussion, and the basis for the Audit Committee's approval or disapproval of the Related Party Transaction, including its consideration of any alternative transactions.
 - 2. The names of the persons who were present for discussions and votes relating to the Related Party Transaction and a record of the votes taken in connection therewith.

IX. Board of Directors

- A. The Audit Committee shall inform the Board of all determinations and actions made under Sections V, VI, and VII.
- B. The Board shall retain the right to modify or reverse such determinations and actions and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
- C. Any determinations or actions made by the Board under Sections V and VI shall follow the procedures set forth in those sections, be approved by a majority vote of the directors, and be documented in the manner set forth in Section VIII.

X. Annual Confirmation of Compliance

- A. Each director, officer and Key Employee shall annually sign an affirmation of compliance which affirms such person:
 - 1. Has received a copy of the conflicts of interest policy;
 - 2. Has read and understood the policy;
 - 3. Has agreed to comply with the policy; and
 - 4. Has agreed to file a supplemental Disclosure Statement whenever a potential conflict arises.
- B. The Audit Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Date adopted by Board of Directors: January 26, 2015

The Center for Youth Services, Inc.

Affirmation of Compliance and Disclosure Statement

I have received and carefully read the Conflict of Interest Policy for directors, officers and Key Employees of The Center for Youth Services, Inc. and CYS Properties, Inc. (collectively, "The Center") and have considered not only the literal expression of the policy, but also the intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, below, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of The Center, nor does any Family Member or any Related Entity have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a potential conflict of interest, I will promptly and fully disclose the circumstances and file a supplemental Disclosure Statement with the Chair of the Audit Committee or the President of the Board of Directors.

Conflict of Interest Disclosure:

The following relationships, interests, and circumstances could present a conflict of interest:

Attach additional sheets as necessary.

I further certify that the information set forth in the Disclosure Statement above and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (please print) _____

Signature _____ Date _____

The Center for Youth Services, Inc.

Whistleblower Policy

General

The Center for Youth (The Center) requires directors, officers, employees and volunteers to observe high standards of business and personal ethics* in the conduct of their duties and responsibilities. As employees and representatives of The Center, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. This Policy has been developed to encourage employees, directors and volunteers to make good faith reports of possible violations of law or infractions of rules or organizational policies by any personnel of The Center, and to raise any concerns they may have about such matters, confidentially and without fear of retaliation.

Distribution

A hard copy of the policy can be found in the Employee Handbook and in the Board of Directors Orientation binder. It is also publicly posted at all Center facilities. Additionally, the policy is distributed annually via email to directors, employees, officers and volunteers who provide substantial services to The Center. Hard copies of the policy may be requested.

Reporting Responsibility

It is the responsibility of all directors, officers, employees and volunteers to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer, employee or volunteer who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within The Center prior to seeking resolution outside of the agency.

Reporting Violations

The Center has an open door policy and suggests that employees and volunteers share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's or volunteer's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Director of Human Resources or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected ethics violations to The Center's Compliance Officer (Director of Human Resources), who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following The Center's open door policy, individuals should contact The Center's Compliance Officer directly. Concerns may be also be submitted confidentially and/or anonymously, in

writing, directly to the President of the Board of Directors who may confer with chair of the Human Resources Committee, Finance and Audit Committee and/or Executive Director.

Compliance Officer

The Center's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the Executive Director and/or the Human Resources Committee of The Board of Directors. The Compliance Officer has direct access to the Human Resources Committee of the Board of Directors and is required to report to this committee at least annually on compliance activity.

Accounting and Auditing Matters

The Finance and Audit Committee of the Board of Directors shall address all reported complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Chair of the Finance and Audit Committee of any such complaint and work with the committee until the matter is resolved.

Board of Director Matters

The Governance Committee of the Board of Directors shall address all reported complaints regarding ethical or other behavior issues of any member of the Board of Directors. The Compliance Officer shall immediately notify the Chair of the Governance Committee of any such complaint and work with the committee until the matter is resolved.

Examples of Activities Covered by the Policy:

Examples of activities covered by the policy include violations of federal, state or local law, violation of The Center's policies, falsification of records, misappropriation or misuse of funds, supplies or other assets, improper or undocumented financial transactions and other fraudulent financial matters, pursuit of a benefit or advantage in violation of The Center's conflict of interest policy.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Record Keeping

All documented complaints and findings will be kept on file in the Human Resources Department.

**Observing high standards of business and personal ethics is defined as acting in a way that promotes trust, treating others with respect, acting with integrity, allowing transparency, providing accountability, and making decisions that are in the best interest of the agency.*

Revised 01/2017

Approved by Board of Directors: 01/23/2017



Tab 6

Financial Information

The Center for Youth Services, Inc.
2021-22 Budget Reforecast Assumptions
October 28, 2021

Budget Reforecast Package – The report package contains a Summary Budget document for The Center, as well as reports for each budget group: OASAS, Other Programs, Runaway & Homeless Youth, School-Based Programs, and Management & Support.

Each report contains a Summary Section with the 2021-22 Reforecast, Adopted Budget, and the Variance between the Budget Reforecast and Adopted Budget. Each report also contains the 2021-22 Reforecast Budget broken down for each individual program in the group. The reports do not allocate Agency Administrative costs to the programs. The purpose is to show each program's net surplus or deficit prior to administrative support.

Major Revenue Assumptions

1. Fundraising – Continues to do well despite the challenging environment of the past year.
 - a) Fashion Week Rochester – The Adopted Budget included \$730,700 with \$500,000 in current funding and \$238,700 in deferred revenue. Actual revenue is expected to exceed this amount, but the Budget Reforecast is unchanged.
 - b) Annual Gala – The Adopted Budget included \$187,500 with \$150,000 in current funding and \$37,500 in deferred revenue. The Budget Reforecast is unchanged.
 - c) Golf Tournament –Generated \$62,486 in revenue. The Budget Reforecast reflects this amount.
2. Donations – Continue to do well, especially with Corporate and Foundation donors.
 - a) Individual Contributions – The Budget Reforecast increased by \$42,229 to \$107,729 based on receipts through September and anticipated giving.
 - b) Corporate Contributions – The Budget Reforecast increased by \$117,950 to \$988,200 based on receipts through September and anticipated giving projections are based on receipts through September and anticipated giving, led by donations to the Bridge to Peace program.
 - c) United Way – The Budget Reforecast has increased by \$20,921 as a result of new Project Uplift funds.
 - d) Annual Fund – projection remains unchanged at \$150,000 based on donations received to date.
3. Government Grants/Awards – have decreased by \$395,270 due to 2020 OCFS funding of \$298,707 which was received in August 2021 being credited to the 2020-21 fiscal year per the auditors, and the Monroe County On Demand Child Care funding being delayed until October 2021 resulting in a \$60,000 timing decrease in the current fiscal year.
4. School-Based Programs – funding has increased by \$400,094 due to new/expanded programs. The largest increases were Hilton Central Schools \$205,000, and Greece Central Schools \$155,000.
5. Investment Income – The Budget Reforecast does not include any revenue for the new operating investments with Tompkins Financial Advisors and LPL Financial (M&T).
6. Restricted Revenue – The Budget Reforecast is unchanged from the Adopted Budget with no Purpose (Temporarily) Restricted revenue, and \$39,000 in Perpetual (Permanently) Restricted Revenue from the Tompkins Financial investments.

Major Expenditure Assumptions

1. Staffing/Salaries – projections are based on April-September actual costs, and full staffing from October through March.
 - a) Salaries – Increase by \$159,711 due to the addition of several new School-Based and Workforce Learning programs offset by vacancy/turnover savings that The Center continues to experience.
 - b) Benefits – Decrease by \$23,557 in spite of the salary increase due to projected Health & Dental savings and. Family Medical Leave Act reimbursement credits for Covid-19 leave payments.
 - c) Operating Expenses – Increase by \$80,243 for Telecommunication Costs at 797 Monroe Ave (\$12,159), increased Travel (\$14,577) and Conference & Meeting (\$19,153) expenses as we exit COVID-19 restrictions, and higher than expected FWR/Golf Tournament expenses.

The Center for Youth Services, Inc.
21-22 Reforecast Budget Sum

Account Description	2021-22	2021-22	Variance	Notes	Perpetual	Purpose	Other			Mgt &	2021-22	
	Reforecast	Adopted			Restricted	Restricted	OASAS	Programs	RHY	Schools	Support	Totals
721000 · Salaries - Program Staff	\$ 6,474,971	\$ 5,851,980	\$ 622,991	Reallocation from Admin	-	-	798,995	367,363	1,728,968	3,537,533	42,112	6,474,971
721100 · Salaries - Hazardous Pay	\$ -	\$ -	\$ -	2020-21 CARES funding	-	-	-	-	-	-	-	-
721200 · Salaries - Relief Staff	\$ 267,847	\$ 255,000	\$ 12,847	Nurseries, Shelter, MGH	-	-	-	-	267,847	-	-	267,847
721500 · Salaries - Administration	\$ 787,425	\$ 1,263,552	\$ (476,127)	Reallocation to Program Staff	-	-	-	-	-	26,606	760,819	787,425
721750 · Salaries - Maintenance	\$ 76,719	\$ 93,009	\$ (16,290)		-	-	-	-	-	-	76,719	76,719
731999 · Non Mandated Benefits	\$ 283,951	\$ 291,218	\$ (7,267)		-	-	31,960	16,566	57,095	139,832	38,498	283,951
739999 · Mandated Benefits	\$ 651,849	\$ 689,498	\$ (37,649)		-	-	79,899	35,961	219,259	323,376	(6,646)	651,849
749999 · Purchase of Contracted Services	\$ 372,374	\$ 395,171	\$ (22,797)	FWR, Gala, Golf Tournament	-	-	2,385	51,962	41,658	126,922	149,447	372,374
769999 · Supplies	\$ 426,537	\$ 412,230	\$ 14,307		-	-	2,414	58,751	181,168	118,296	65,908	426,537
779999 · Telecommunications	\$ 67,376	\$ 55,217	\$ 12,159	797 Monroe Ave	-	-	3,566	1,434	28,791	5,543	28,042	67,376
789999 · Postage & delivery	\$ 5,061	\$ 5,564	\$ (503)		-	-	-	-	-	-	5,061	5,061
799999 · Occupancy expenses	\$ 385,811	\$ 454,218	\$ (68,407)		-	-	3,194	39,099	287,393	15,380	40,745	385,811
809999 · Equipment rental & maint.	\$ 113,969	\$ 148,551	\$ (34,582)	FWR, Gala, Golf Tournament	-	-	2,470	669	12,514	10,065	88,251	113,969
819999 · Printing & publications	\$ 198	\$ 2,073	\$ (1,875)		-	-	-	-	-	-	198	198
829999 · Travel	\$ 35,171	\$ 20,594	\$ 14,577		-	-	3,728	3,791	15,007	12,833	(188)	35,171
849999 · Conferences & meetings	\$ 25,657	\$ 6,504	\$ 19,153		-	-	852	1,020	7,425	9,382	6,978	25,657
859999 · Interest	\$ 37,737	\$ 37,592	\$ 145	905 Monroe Ave Mortgage	-	-	-	-	-	-	37,737	37,737
864999 · Depreciation expense	\$ 96,767	\$ 89,092	\$ 7,675		-	-	-	-	21,206	2,957	72,604	96,767
869999 · Insurance - general	\$ 81,448	\$ 67,975	\$ 13,473		-	-	8,285	2,201	24,401	29,508	17,053	81,448
879999 · Membership dues	\$ 8,848	\$ 6,298	\$ 2,550		-	-	-	-	5,800	-	3,048	8,848
910999 · Bank charges & fees	\$ 9,009	\$ 8,846	\$ 163		-	-	-	-	3	-	9,006	9,009
924999 · Advertising	\$ 988	\$ 713	\$ 275		-	-	-	-	-	-	988	988
929999 · Other expenses	\$ 239,018	\$ 115,088	\$ 123,930	FWR, Gala, Golf Tournament	-	-	-	-	1,762	16,393	220,863	239,018
989999 · Agency Allocated Administrative	\$ -	\$ -	\$ -		-	-	-	13,476	-	16,280	(29,756)	-
Subtotal - Expense Budgets	\$ 10,448,731	\$ 10,269,983	\$ 178,748		\$ -	\$ -	\$ 937,748	\$ 592,293	\$ 2,900,297	\$ 4,390,906	\$ 1,627,487	\$ 10,448,731
399999 · Individual contributions	\$ 107,729	\$ 65,500	\$ 42,229		-	-	-	37,589	16,702	28,438	25,000	107,729
409999 · Corporate & foundation grants	\$ 988,200	\$ 870,250	\$ 117,950		-	17,250	-	494,950	246,000	80,000	150,000	988,200
439999 · United Way & other grants	\$ 495,921	\$ 475,000	\$ 20,921	Project Uplift funding	-	-	-	20,921	300,000	175,000	-	495,921
449999 · Government grants	\$ 3,624,724	\$ 4,019,994	\$ (395,270)	2020 OCFS, MC/CN Oct-Mar	-	-	919,790	25,000	1,884,558	675,924	119,452	3,624,724
509999 · Program service fees	\$ 4,044,633	\$ 3,644,539	\$ 400,094	Additional school programs	-	-	-	300,000	-	3,744,633	-	4,044,633
539999 · Investment income	\$ 1,000	\$ 1,000	\$ -	Investment \$ not included	-	-	-	-	-	-	1,000	1,000
579999 · Realized/Unrealized gain(loss)	\$ -	\$ -	\$ -	Investment \$ not included	-	-	-	-	-	-	-	-
609999 · Annual Fund	\$ 150,000	\$ 150,000	\$ -		-	-	-	-	-	-	150,000	150,000
619999 · Special events	\$ 980,700	\$ 980,700	\$ -	FWR, Gala, Golf Tournament	-	-	-	-	-	-	980,700	980,700
635999 · Unrelated business income	\$ 24,000	\$ 24,000	\$ -	CYS Properties, Inc. rent	-	-	-	-	24,000	-	-	24,000
679999 · Other revenue	\$ 40,195	\$ 39,000	\$ 1,195		39,000	1,195	-	-	-	-	-	40,195
Subtotal - Revenue Budgets	\$ 10,457,102	\$ 10,269,983	\$ 187,119		\$ 39,000	\$ 18,445	\$ 919,790	\$ 878,460	\$ 2,471,260	\$ 4,703,995	\$ 1,426,152	\$ 10,457,102
Surplus/(Deficit)	\$ 8,371	\$ -	\$ 8,371		\$ 39,000	\$ 18,445	\$ (17,958)	\$ 286,167	\$ (429,037)	\$ 313,089	\$ (201,335)	\$ 8,371

FINANCIAL ISSUES BOARD MEMBERS SHOULD

ADDRESS All nonprofit board members share certain financial concerns that involve the basic health and welfare of the organization. An effective board member should raise the questions at the end of the chapter at least annually.

FINANCIAL PLANNING

Many nonprofits try to do too much. A sound strategic plan linked with a realistic financial plan will ensure that the organization is using its resources effectively. As part of the planning process, the board should work with the staff to define the organization's mission, develop a strategic plan to fulfill that mission, and identify and implement programs to achieve the chosen. strategic goals and objectives.

The planning process should include

- an evaluation of existing and potential financial resources
- an examination of internal and external environmental forces affecting the organization and its funding
- a review of the cost and effectiveness of existing programs
- an examination of alternatives and their financial implications

Once the board has determined programs, time lines, and basic costs, those responsible for implementing the programs should be assigned the task of developing the budgets needed to get the job done. Budgets should cover at least one year, and preferably two or more. The benefits of multiyear budgeting easily offset the time required to implement it. Given the great importance of this process, sufficient time and training should be provided to see that the job is done right — six months is not too long to develop a sound budget. This process should not be hurried — too much is at stake.

SUFFICIENT AVAILABLE CASH

The availability of sufficient cash is critical to any nonprofit operation — cash is the fuel on which the economic engine runs. Although wide variations are found in practice, typically, many nonprofit organizations find it satisfactory to hold sufficient cash in a checking account to pay salaries and expenses for one month. If there is not

sufficient cash in the bank, having available very liquid investments (ones that can readily be converted into cash), or assurance from a reliable donor or two can allay concerns. Some organizations also maintain a line of credit or other borrowing ability to ensure they have enough cash available.

If an organization is short of cash, it should project the amount of cash that should be on hand at the start of each future period, how much will be received or spent during that period, and what will remain at the end of the period. Cash-flow projections should usually be done on a monthly basis for the ensuing 12 months, although some organizations will project weekly or even daily for a while if they are truly cash poor.

Cash-flow projections also enable the organization to plan for the purchase of new equipment, possible expansion of operations, increased staff compensation, and other essentials.

SATISFACTORY RESERVES

Nonprofit organizations should monitor their financial strength to be certain they can continue to perform their important services no matter what problems the organization faces or what happens to the economy as a whole. One gauge of financial strength is the level of reserves of the organization.

Reserves can be defined in different ways. The simplest definition is assets (or things of value) the organization owns, minus the organization's liabilities (or debts). The remainder is the fund balance, or reserve.

There are problems with this simple approach. Reserves are useful for such planned events as launching new programs, but they are required when a financial crisis occurs. Inventory and fixed assets, such as furniture, equipment, or buildings, while useful, usually cannot be quickly converted to cash, and thus are likely not going to be available to help avert a crisis. On the other hand, long-term debts, such as a mortgage on a building, do not necessarily make a current crisis worse, because they are paid off over a long period of time. Also, certain amounts held by nonprofits are restricted in how they may be used and will not be available in a crisis unrelated to their restricted purpose, or must be kept intact in perpetuity.

Reserves might best be defined as those unrestricted assets that are reasonably liquid, minus those liabilities that must be paid off fairly soon. Therefore, a more conservative definition of reserves would be the organization's current assets (minus inventory) less its current liabilities.

Nonprofit organizations can build their reserves only by running at a surplus, whether the surplus is a result of regular operations or special fundraising efforts. An organization with accumulated reserves will have funds available to invest in equipment and property, apply to program expenses, and protect the organization during periods when revenue falls below expenses. Net income builds a surplus, sometimes quickly from such events as a major fundraising campaign, but usually slowly over time.

The level of reserves that is appropriate varies from organization to organization. Most experts agree that if one year's operating expenses are in reserve, the organization is in a strong financial position. Most organizations, however, are not able to achieve this level. Each organization should take into account its own circumstances, considering cash flow, capital requirements, availability of outside funds in a pinch, etc., and set a target reserve level that the board and management are comfortable with. Obviously, a grant-making foundation will require far greater reserves than many 501(c)(3)s. A small or newer operating nonprofit might well be lucky to have 10 to 20 percent of a year's expenses in reserve. Practically speaking, 35 to 40 percent of a year's expenses should provide sufficient breathing room for nonprofits with reasonably stable sources of income. Whatever target level is selected, the organization should build to this level over five to ten years by funding reserves as a line item in the budget.

Naturally, organizations that have restrictions on the use of certain funds, such as an endowment fund that allows use of only the income and not the principal, would not count such amounts as part of their available reserves.

RELATIONSHIP BETWEEN REVENUE AND EXPENSES

if the organization's expenses are rising or falling at the same pace as its revenue, then the expenses are said to be "in line." Problems generally arise when expenses are rising more quickly than revenue; if the organization is not already running at a deficit (and consuming its reserves), then at some point in the future, it will be.

Similarly, certain items of expense are directly related to certain sources of income. For instance, it is important to ensure that publication expense is not running far ahead of publication revenue (unless it is the board's stated intention to subsidize publications from other resources). Keeping an eye on related revenue and expense lines is very important.

There are two different and valuable perspectives to keep in mind. The first is a programmatic perspective: Does this program's income exceed

its expense? This analysis can be done at a broad level (total meeting income versus total meeting expense) or at a more specific level (annual meeting income versus its expense). To be able to obtain this type of information, the organization's accounting system must be set up to produce it. Care should be taken in this regard, because many organizations believe they are making a profit in areas where they actually are not.

The other perspective involves what are called natural items of income and expense. These items are more difficult to compare because they do not relate to a specific product or program but to the organization as a whole. (Dues, interest income, and professional and maintenance expenses are examples of natural classifications of income and expense.)

Nevertheless, it is valuable to monitor the larger of these income and expense items in relation to each other. For instance, because salaries and other personnel costs such as payroll taxes and fringe benefits are usually one of the largest expense areas for nonprofit organizations, special attention must be paid to keep them in line. A useful comparison can be obtained by dividing total personnel costs by total income for both current and historically comparable periods. The idea is that this ratio should either improve (get lower) between periods, or stay in a range appropriate to the organization.

MEETING THE BUDGET

This question goes to the heart of the difference between for-profit and nonprofit organizations. A for-profit's financial success is measured by how much profit it earns — the more the better. The same cannot be said for a nonprofit organization.

Although a nonprofit does need to build and maintain its reserves, too great a surplus may imply that it could have provided more services or products for the good of the community, or that it needed to raise less revenue. Neither conclusion is good for the image of the organization.

Nonprofit organizations measure their success not only by the good they do for the community, but also by how well they managed to meet (or make) their budgets: Fulfilling the mission is the bottom line; balancing the budget



makes it possible. Board members should be aware that making either more or less than the amount budgeted can result from a variety of circumstances. For example, if the organization makes more than was budgeted, it is possible that it spent too little on programs, or that it padded the budget with extra expenses just to be on the safe side. It can also mean, of course, that the organization was more successful than anticipated in enlisting grants or other revenue.

Similarly, making less than was budgeted can occur for a variety of reasons. The organization might have taken on unanticipated tasks, or allowed expenses to go out of line, or revenue might have fallen short of expectations. Both the income and the expenses that were budgeted need to be compared with actual income and expenses, and explanations obtained for significant differences, for the full story to be told and appropriate action taken in response.

If a nonprofit organization does not have a budget, then it is exceedingly difficult to determine whether it is being managed effectively (most would conclude that the lack of a budget is itself a clear indication of poor management). Simply breaking even — running at a very small gain or loss — is not enough. Expected performance (i.e., a budget) should also be projected, both to create a goal for volunteers and employees and to create a measuring device for success and failure.

PROPRIETY OF EXPENDITURES

All organizations exist at the will of the constituents they serve. If they behave in a fashion that seems wasteful or inappropriate, the public can turn against them. Sources of funding dry up, and the organization can be hurt or put out of business.

What exacerbates this situation is that nonprofits operate in a fishbowl. Their activities are open to the scrutiny of volunteers, members, and the public. The federal government, through the Internal Revenue Service, requires that the nonprofit make its annual reporting document (Form 990) available for inspection or duplication to anyone who requests it. Thus, it is critical not only that a nonprofit appear to be acting appropriately, but that it actually is acting appropriately.

The appearance of propriety extends not only to fulfilling the organization's exempt purpose, but also to how efficiently it is perceived to be achieving its ends. Each organization must look to others in its field to determine that its operating and fundraising costs are reasonable in comparison. Although there are no true nationwide or industrywide standards, each entity can be compared to its peers.

Other areas of special concern invariably include compensation and benefits to senior staff, especially the chief executive, and to officers and board members. (See "Avoiding Conflicts of Interest," page 7.) Due to substantial attention by the press, Congress, and the IRS, there are stringent new rules in intermediate sanctions in place for excessive compensation or unreported benefits. Nonprofits affected by these rules

must be especially careful to operate within these rules if they wish to avoid penalties and appear to be acting appropriately.

Benefits to officers or board members may not come as cash compensation; but may instead be hidden in such items as an above-market rental agreement by the nonprofit for property owned by the board member. This and similar types of arrangements can result in severe penalties, and even loss of the organization's exempt status and must be avoided at all costs. The damage resulting from even the appearance of such a relationship would be quite substantial.

INSURING AGAINST RISKS

Even with the greatest vigilance on the part of the board and staff, problems may arise that threaten the financial health of the organization. Board members should make sure that the organization is managing, either with insurance or with other means, to protect itself against risks. The organization's assets should be insured, and everyone involved with cash and securities should be bonded. If being open for business is critical to the organization, business interruption insurance can provide income lost if the organization is forced to close for a time.

To help protect the organization from risks, the board should ask for an update of the insurance the organization is carrying. If the organization has an independent auditor, the board should ask the auditor for a formal or informal opinion on whether the insurance carried appears satisfactory.

MEETING GUIDELINES AND REQUIREMENTS SET BY FUNDERS

Organizations that receive funding from the federal government, foundations, individual donors, or other entities must usually follow specific rules and guidelines or face suspension or retraction of funding, public censure, and, in extreme cases, possibly other penalties. The board is ultimately responsible for ensuring that this income is managed properly.

Recipients of private grants or contributions — Frequently, donors provide funding for a restricted purpose, such as research in a specific area, a particular project, or a specific program. These restricted funds must be spent for their designated purpose. Nothing is more certain to damage a nonprofit organization's ability to attract funds than for it to be found using restricted funds for purposes other than those specified by the donor.

An organization that receives restricted gifts must account for the funds carefully so that it can prove their use for the purpose intended.

Nonprofit organizations have developed a system called fund accounting to address the need for accountability to donors and funders and to ensure that funds are spent for their designated purpose.

Recipients of federal funding — Strict rules apply to recipients of federal funds. Any organization expending \$300,000 or more per year in federal funds is required to conduct a special audit of its handling of those funds. This is called an A-133 audit because it was communicated to the public in the Office of Management and Budget's (OMB's) Circular A-133.

OMB A-133 requires that outside auditors review and report on whether the funds provided were spent for the precise purpose intended and were spent in a fashion appropriate to all federal guidelines. It also requires that the outside auditor report on the effectiveness of the system of internal controls in ensuring compliance with federal rules and grant terms.

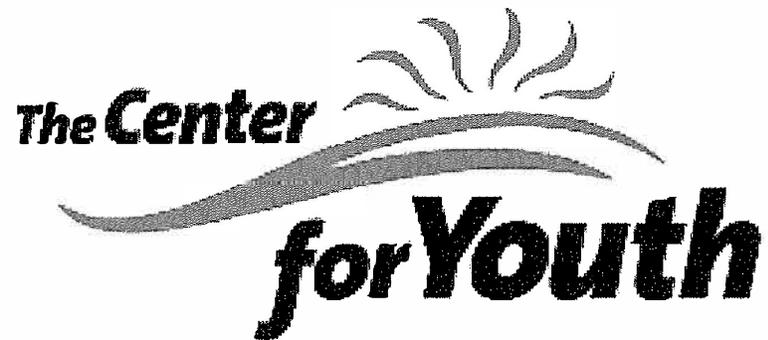
AVOIDING CONFLICTS OF INTEREST

Nonprofit board members must remain vigilant in their efforts to avoid conflicts of interest — real or perceived. The appearance of conflict must be avoided as well, since even this can cause significant damage to an organization's reputation.

Some of the clearest and most serious conflicts of interest occur when a staff member or volunteer receives an inappropriate financial gain resulting from association with the organization. This type of conflict, mentioned earlier in the section on propriety of expenditures, is known as private inurement. Examples include a board member renting space that he or she owns to the organization at more than fair market value, or a senior staff member receiving excessive compensation. The IRS looks for private inurement when it audits nonprofits. If there is any evidence of personal gain, the individual receiving the excessive financial benefit must return it and pay penalties. Board members and managers can also be penalized if they knowingly approved the transaction or contract.

Another example occurs when a board member is involved with a competing or potentially competing organization, either for-profit or nonprofit. It is a clear breach of fiduciary responsibility for a board member to intentionally, or even accidentally, convey confidential information to such an organization. If a situation presents the possibility that this might occur, the board member should resign one of the board positions.

A Summary of Our Audit of



March 31, 2020

Heveron & Company CPAs



The Audit is Valuable to Your Organization Because it...

- ✦ Is necessary for Charities Bureau compliance
- ✦ Is an expectation of many funders and donors
- ✦ Provides information about how to:
 - **reduce your risk** of financial loss or misuse of your resources
 - **reduce your risk** of embarrassment that such losses and misuse cause
 - **avoid sanctions, penalties, noncompliance, inadequate documentation,** and
 - **improve efficiency**
- ✦ Helps you to be Proactive vs. Reactive:
 - audits are much **more effective at identifying proper procedures than they are at detecting errors or irregularities**
 - proper procedures **proactively reduce errors and irregularities**
- ✦ Identifies many risks you face, including:
 - **potential loss** of cash or other monetary assets
 - **loss of confidential** employee, donor or client **information**
 - outside **cyber-attacks** and **careless** insider activities
- ✦ Identifies best practices so that you are able to:
 - **improve** your efficiency
 - **pursue** your mission
 - **provide** your intended services and
 - **accomplish** your objectives with your available resources
 - **evaluate** how you compare to your peers, using our comparisons
- ✦ Is used as an opportunity to keep you informed about:
 - **tax** and **accounting** changes
 - new **legislative** and other **changes** that will have an impact on your organization
- ✦ Gives you access to some great resources for nonprofits that we have included in this report

Summary and Expertise

- ✦ Based on our audit procedures, including review of your controls and procedures and the security of your information technology, we believe that **your financial statements are fairly stated**. We also believe that **your controls and procedures are good**, although we have identified some areas where you could make further improvements.
- ✦ Our team for your audit consisted of members who work continuously with nonprofit organizations, and as a group, they have **over 40 years of combined experience serving nonprofits** as independent auditors and with other services to nonprofits.
- ✦ **Our main objective** is to help assure you that your people, processes, and systems may be relied upon to help manage risk.

Audit Results

- ✦ Our audit is complete and you have draft audited financial statements. Our audit opinion is “clean”, which confirms that we believe they are fairly stated in all material respects. You also have copies of our proposed adjusting entries.
 - There were some changes to the financial statements prepared by management.
 - Entries include adjustments to roll forward net assets, record contributions and grants receivable and the corresponding revenue, accrue payroll taxes, record a refundable advance related to monies received for the Gala, record in-kind contributions, as well as some reclassifications for financial statement purposes.
- ✦ We have also completed our audit of your compliance, and of your controls over compliance with laws, regulations, contracts and grants in connection with your federal funding, and issued our draft auditors reports on your compliance, and on your controls over compliance.
 - We have not identified any violations of laws, regulations, contracts or grants or other noncompliance that need to be disclosed in our compliance audit reports.
 - We find that the organization does an overall good job of complying with, and documenting, the variety of rules and requirements imposed by the federal government and by the terms of specific grants. We do have a recommendation.

Our Recommendations for Your Organization

✦ We are required to communicate any material weaknesses, *which are serious control deficiencies that could result in materially inaccurate financial statements*, and also significant deficiencies, *which are less serious but still important to you*.

- We did not identify any material weaknesses or significant deficiencies.
- Our required communications are summarized on page 5.

✦ We also submitted a letter to management that included our recommendations about internal controls that are not considered material or significant, compliance and documentation. These recommendations are intended to help you secure your assets, be sure that your resources are being used according to your mission, and to improve efficiency.

Update on Prior Recommendations

The organization implemented improvements in these areas last year:

- More asset and liability accounts were reviewed and adjusted prior to the audit this year.
- You seem to be following your procurement policy more consistently this year by completing purchase orders and retaining documentation of multiple quotes for purchases when applicable.
- You investigated old outstanding checks and reissued them so that your bank reconciliations are now more current.
- You have improved tracking of restricted contributions within QuickBooks.

We continue to recommend:

- Under Uniform Guidance you have to verify that you have documentation about how you charge payroll and related costs to programs that are federally funded. Most employees spend all their time fully in one program, however, there are a few employees who work with several programs. You are required to have a consistent, clear method for documenting these allocations. There was a change this year to an online timesheet system which changed how time was documented. You are now continuing with the electronic system but are adding back a hard copy paper trail to provide evidence of the allocations.

- In-kind donations should be tracked, including their nature, values, and dates received. We know that you do currently track some in-kind donations, but not all of those received for special events, professional fees, etc. are included. It is important that all in-kind donations are valued when received and are documented and recorded, to ensure your financial reporting is complete.
- We recommend that you review your accounting procedures manual and ensure it is updated in general to reflect your current policies and procedures.

Current Recommendations

New recommendations this year include:

- The communication between the finance and development departments could be improved as it relates to donations, restrictions, and amounts outstanding related to special events. Fundraising events should also be reconciled during the year and staff should discuss if there are receivables at year-end to record, or if any other adjustments need to be made. You implemented a new development software this year that should help with this process.
- You do receive donor-restricted contributions and grants. It is important to identify the purpose or time restrictions on gifts received and have a system to track the release the restrictions as they are met. It is best if this schedule is updated at least a few times during the year. Timely preparation of this schedule would allow for changes to be made if necessary, due to new funding sources or changes in expenditures. This schedule should only include donor restricted contributions and releases, and not government grants or program service revenue.
- We noted that you are performing certain monitoring activities, such as reviewing your budgeted to actual results and your annual insurance review/risk assessment process. You should also have an annual process to review internal and financial controls. This is a requirement of the NY Not-for-Profit Corporation law. You should consider whether there is proper separation of responsibilities for receipts, disbursements and payroll, and determine whether reviews and reconciliations are performed and if tax filings are completed timely.

Required Communications

Accounting Policies, Estimates and Disclosures	<i>Appropriate for your circumstances; No major changes beyond those required with the new reporting standards</i>
Timeliness of Recordkeeping	<i>Good</i>
Necessary Accounting Adjustments	<i>All were recorded</i>
Internal Controls	<i>Good - Management seems committed to proper systems</i>
Supplementary Financial Information	<i>Complete and consistent with prior years</i>
Disagreements with Management - about access to information, conclusions, amounts or disclosures	<i>There were none</i>
Fraud or Illegal Acts	<i>We did not observe any</i>
Unusual Transactions or Adjustments	<i>We did not observe any</i>

Important Financial Results/Trends

Major items that impacted your financial results this year include:

- The fair market value of investments was lower at the end of the fiscal year due to the current market and economic conditions related to the COVID-19 virus. This also affected special events contributions for the Center since the Gala was postponed.
- The \$135,000 increase in accounts payable and accrued expenses relates to the \$667,000 increase in salaries and benefits. There was an increase in staff as the Center continues to take on new projects, along with increases to minimum wage and annual pay increases for staff.
- This year there was a negative swing in the change in net assets of over \$800,000. This was the result of the postponement of the Gala and unrealized losses in the investments as noted above, and an increase in staff, previously mentioned. In addition, the prior year had some larger contributions for the Arnett House and a few other larger one-time grants that did not occur again this year. Fashion week did continue to grow again this year, which helped offset the loss of the Gala proceeds.

Key financial results as of and for the year ended March 31, 2020 include:

Total Assets	\$ 4,784,356	<i>\$1,309,697 is net property and equipment; \$2,875,744 is current (cash, receivables, and prepaid expenses); \$598,915 is investments</i>
Total Liabilities	\$ 1,585,166	<i>Payables, accrued payroll, refundable advance and debt</i>
Net Assets	\$ 3,199,190	<i>\$1,562,155 is restricted by donors</i>
Total Support and Revenue	\$ 9,367,853	<i>Down from \$9,548,189 last year</i>
Total Expenses	\$ 9,608,763	<i>Up from \$9,022,729 last year</i>
Change in Net Assets	(\$ 261,294)	<i>After net loss from investments and other income of (\$20,384). Prior year was a gain of \$551,542.</i>
Cash from Operations	\$ 8,111	<i>Depreciation and investment losses doesn't consume cash; Increase in payables</i>

Benchmarks

Your results as of March 31, 2020 and 2019:

	<i>Results</i>		<i>General benchmarks & industry averages</i>
	<i>Current</i>	<i>Prior</i>	
Program Expenses/Total Expenses	85.7%	85.9%	<i>At least 65-75%; Industry 81%*</i>
Management & General and Fund Raising/Total Expenses	14.3%	14.1%	<i>25% or less; Industry 19%*</i>
Fund Raising - Cost to Raise \$100	\$8.09	\$6.32	<i>\$35 or less</i>
Current Ratio (Current Assets/Current Liabilities)	3.8 to 1	5.1 to 1	<i>At least 1 to 1</i>
Salaries and Benefits As a % of Total Expenses	80.8%	78.6%	<i>Slightly higher than historical</i>
Payroll Overhead As a % of Salaries	14.0%	13.3%	<i>Within historical</i>

* The industry used is "Homeless Shelters".

Other Financial Statement Highlights

The footnotes to your financial statements include some very useful information. They facilitate your understanding of the statements and of the organization itself. Here are some of the highlights:

- There are new disclosures and presentations this year as a result of recent accounting pronouncements.
 - Revenue resulting from *contracts with customers/exchange transactions* are more clearly defined and disclosed.
 - Support resulting from *contributions received* are also more clearly defined as conditional, unconditional, and/or restricted.
 - *Restricted cash* is now included in your cash and cash equivalents in the statement of cash flows, and further defined in your footnotes.

Contact Information

Partners and senior staff involved with the audit included:

Jeanne Beutner, CPA – jbeutner@heveroncpa.com – 585-232-2956 x211

Daniel O’Dea, Sr., CPA – dodea@heveroncpa.com – 585-232-2956 x208

Sarah Solorzano, CPA – ssolorzano@heveroncpa.com – 585-232-2956 x206

Please contact us if you have questions or need additional information.

Resources for Nonprofits

We have developed and uncovered numerous resources for nonprofits. If you have a question about a nonprofit matter, always contact us.

Examples of some resources we have developed and others we have discovered are below.

Heveron & Company CPA developed articles:

- ✓ Procedures for monitoring your policies and controls
- ✓ Guidance for nonprofit startups
- ✓ Internal control basics for nonprofits
- ✓ Purchasing policies
- ✓ Sub-recipient monitoring
- ✓ Charitable gaming
- ✓ Accounting policies manual
- ✓ Records retention guidelines

Useful Links for Nonprofits

- ✓ www.nfpnet.org - *Our nonprofit website with related newsletters and links for nonprofits*
- ✓ www.irs.gov/pub/irs-pdf/p1771.pdf - *Language for acknowledging contributions*
- ✓ www.techsoup.org - *Technology guidance and free/reduced cost software for nonprofits*
- ✓ www.nonprofitaccountingbasics.org - *Guidance about accounting for nonprofits*
- ✓ www.strengtheningnonprofits.org - *Outcome measurement*
- ✓ www.Causewave.org - *Causewave Community Partners - help with improving your image, messaging and marketing*
- ✓ www.afpgv.org - *Association of Fundraising Professionals of the Genesee Valley - an association of fundraising professionals with resources like fundraising training*
- ✓ www.boardsource.org - *Sample policies for download and other board resources*
- ✓ www.independentsector.org - *Tracks and advocates for legislation benefiting the nonprofit sector*
- ✓ www.blueavocado.org/category/topic/board-cafe - *Short articles on numerous topics for board members*
- ✓ www.theoverheadmyth.com - *Educates you and your donors on the false conception that financial ratios are the sole indicator of nonprofit performance*

- ✓ www.nonprofitmailers.org - *Guidelines for reduced rate charitable mailings*
- ✓ www.cce-rochester.org - *St. John Fisher College's Center for Community Engagement - training and newsletter guidance*
- ✓ www.foundationcenter.org - *Foundation finder and grant seeking resources*
- ✓ www.nonprofitrisk.org - *Publications and tools to manage risk from the Nonprofit Risk Management Center*
- ✓ www.coso.org/Documents/2017-COSO-ERM-Integrating-with-Strategy-and-Performance-Executive-Summary.pdf - *A summary of COSO's internal control framework*
- ✓ <http://www.thenonproffitimes.com> - *Information for nonprofit management*
- ✓ <https://www.aicpa.org/interestareas/notforprofit/resources> - *Resources related to financial reporting, assurance, tax compliance, and governance topics*

The American Institute of CPAs recommends that you monitor use of your name and your reputation. Start with an online search of your organization's name and look at the top 10 to 25 items. Investigate any that seem inappropriate. Also, look at how you are presented by third-party websites like the Better Business Bureau Wise Giving Alliance and GuideStar.

On the Horizon for Nonprofits

Upcoming Accounting/Auditing Standards:

- *SAS (Statement on Auditing Standards) 134 – Auditor Reporting* – effective for years ending on or after December 15, 2021
 - A new report will be implemented to enhance the communicative value and relevance of the independent auditor's report. Among other changes, our opinion and basis for our opinion will be presented first.
- *Leases* – effective for years beginning after December 15, 2021
 - Will require most leases (even copiers, etc.) to be put on your balance sheet



Tab 7

Program Information



PROGRAMS

Counseling Intervention

Counselors provide essential chemical dependency prevention, individual and family counseling, and crisis intervention services which include: youth intake and assessment, case management, advocacy, and follow-up. Utilizing evidence-based practices and programs, counselors work with youth to increase decision-making skills and protective factors in order to reduce alcohol and substance abuse and other high-risk behaviors. Counseling staff are stationed in The Center's downtown office, schools, and community organizations. Information and referral services are available 24 hours a day through staffed telephone lines to ensure maximum accessibility.

Runaway/Homeless

- **Emergency Shelter Program**
 - Through The Center's homeless youth shelter, The Center House or in their volunteer Host Homes, the program provides a short-term voluntary chemical haven to homeless and runaway youth ages 12-18. During their stay, youth receive chemical dependency prevention counseling, individual and family counseling, and case management services to assist in reuniting them with their families, as well as supportive aftercare services. Through Life Skills Workshops and one on one counseling, The Center works with each youth to increase their coping skills and avoid environments that lead to high risk activities, such as alcohol and substance abuse. When reunification is not possible, youth are assisted with securing alternative stable housing.
- **Transitional Living Program**
 - The Transitional Living Program is designed to support older homeless youth ages 16-21, who do not have family support as they transition into adulthood. The Center provides subsidized apartments or assistance in securing stable housing, case management, and independent living skills training for up to 18 months. Chrysalis House is an enhancement to the program, combining a safe and structured environment with adult supervision in a large and beautiful home. It is designed for homeless pregnant/parenting and non-parenting teenage girls in desperate need of safe and stable housing who benefit from the structure and support provided to youth living in this home
- **New Beginning House**
 - This three-apartment, six-bedroom building is for young men ages 18-21, who are experiencing housing instability while trying to complete their education and/or obtain and maintain employment. Much like The Center's Transitional Living Program and Emergency Shelter, the New Beginning House is built on The

Center's foundation of positive-youth development and trauma-focused service delivery. Length of stay and intensity of services is driven by the needs of the resident. Services include independent living skills, mentorship, opportunities, and connection to on-going, permanent relationships with safe adults in the community.

- **Rapid Rehousing Program**

- This program assists young adults ages 18-24 who are currently homeless and residing in emergency shelters in quickly obtaining independent, permanent housing in the community. Specialists assist with apartment searched and applications. The Employment and Landlord Liaison assists with obtaining employment in order to maintain housing and in identifying landlords who are willing to partner with the program.

- **Project Safe Place**

- This community collaboration among The Center, community businesses, and volunteers offer young people access to safely 24/7. The goal of the project is to create safe and accessible points of entry for youth ages 12-21 at all Tops Markets, RTS Buses, YMCA's, City of Rochester Parks and Recreation, and other locations. Youth can access Safe Place locations day or night and are immediately connected with trained professionals and volunteers from The Center who will assist them in connecting with the services they need.

- **Street Outreach Program**

- The goals of the Street Outreach Program are to provide education and prevention services to reduce the incidence of sexual abuse and/or exploitation of street youth and to help them leave the streets. The Center does this by building trusting relationships with street youth and to help them leave the streets. The Center does this by building trusting relationships with street youth, providing them with survival supports (food, clothing, hygiene products) and giving them immediate access to emergency shelter services. Counselors also work very closely with community agencies to connect youth with needed services.

- **Crisis Nursery**

- The Crisis Nursery consists of two six-bed respite shelters (Crisis Nursery & Owen's House) for children ages 0-14 years, and up to 17 as part of a sibling group, with parental consent and involvement. The program responds to families in crisis 24 hours a day, 365 days a year, providing safe and consistent care in an effort to reduce the trauma on the children and their families.

- **Safe Harbour**

- The Safe Harbour program provides advocacy and intensive case management for minor victims of commercial sexual exploitation. Through partnership with Monroe County Youth Bureau and the Department of Human Services (DHS), The Center's Safe Harbour program also provides training and case coordination for Child Welfare programs and other non-profits serving vulnerable youth.

- **The Arnett House**

- For nearly 50 years, The Center for Youth has been responsive to and supportive of the life choices made by the young people we serve. Over the past few years, a reality was identified that led to the creation of the Arnett House, an independent living house for those youth identifying as LGBTQ+ and those victims of sex

trafficking. Having a safe and secure, respectful and aesthetically beautiful location for our youth was our goal and it was achieved with the hard work and commitment of a generous community of donors and volunteers. The Arnett House will respond to the difficult demographic truth for our homeless youth - that youth who identify as LGBTQ+ or transgender are 40% more likely to become homeless and without safe and supportive housing. The Arnett House is designed to provide what these youth, ages 16 - 22 years, share as their goals and future achievements.

Workforce Initiative

Learn 2 Earn (L2E)- this asset-based, year-round workforce program provides young people ages 16-21 both in-school and out-of-school, with support for summer and permanent employment through job coaching, opportunities for career exploration, credential attainment and volunteering in the community, mentoring, academic tutoring, and personal discovery. L2E2, The Center's work readiness program for out-of-school youth addresses the needs of older youth, often without resources and who are homeless and in need of employment and educational opportunities.

School-Based Programs

The Center's school-based programs work with youth and families to enhance school stability, connectedness, and improved attendance, with leads to academic success and graduation. These programs include: Alternative to Suspension, Crisis Intervention/Help Zone, Expanded Learning Opportunities, and Prevention Education Services. The programs are offered at over 40 school in the Rochester City, Greece Central, Hilton Central, and Mount Morris School Districts, as well as the renaissance Academy, Urban Choice, and Youth Women's College Prep Charter Schools.

Alternative to Suspension programs are designed to reduce short-term out-of-school suspensions, minimize disruptive behavior, and keep students on track with their academics. Crisis Intervention/Help Zone programs support the academic and interpersonal success of students by providing immediate crisis response, offering an individualized intervention for social and emotional behaviors, and providing parental engagement opportunities in crisis situations, as well as prevention and intervention opportunities. In addition, the New Beginnings school-based program offers another opportunity for young men, ages 16-21, to re-engage in school and the community. These at-risk young men are most likely to drop-out of school and enter into the adult justice system.

Expanded Learning Opportunity programs provide academic enrichment and recreational opportunities with the goal of improved attendance, increased academic success, and fostering well-rounded youth. The Prevention education Services Program provides research-based, interactive workshops geared towards schools and youth organizations to help children and teens make informed, healthy decisions. Workshops include: communication, alcohol and drug

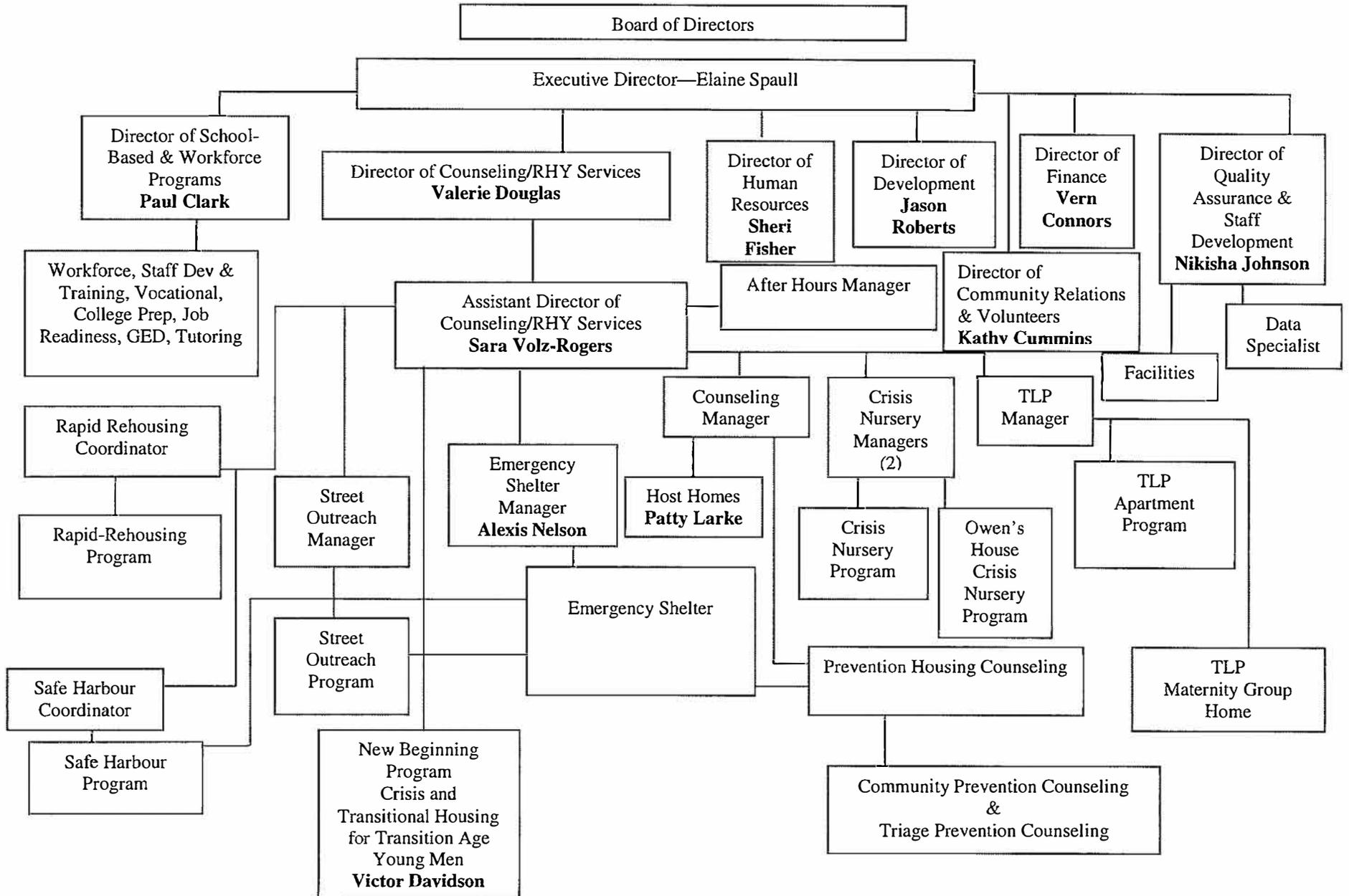
awareness, prejudice, depression and suicide, sexuality, and conflict resolution. This past year, school-based programs served over 12,000 Monroe and Livingston County youth in urban, suburban, and rural schools, and at community agencies/centers.

- **Strings for Success**
 - The Strings for Success program is a unique and charming youth development partnership between The Center for Youth and School 19 and offers children at the school the amazing opportunity to learn how to play the violin and participate in a group experience that provides entertainment to the larger Rochester community. Started as a small program with one class of students, the program has grown in expertise and numbers over the years, offering musical energy across NYS, in D.C. and as far as Boston. The teachers are deeply dedicated; the school administration and the parents are involved, and the result is a gift to our community, through the talent of our children.
-
- **EarthWorks -- Building relationships with nature**
 - EarthWorks is a youth development program offered by The Center for Youth that focuses on 21st Century Skills, experiential learning, STEAM and environmental enrichment, and personal wellness. By partnering with the community leaders and educators we develop programs that build healthy, lasting, bonds between land and community.

Other - Community Youth Development Programs

- **Teen Court**
 - Rochester Teen Court is a voluntary peer-to-peer alternative intended to run a young person's first encounter with the adult criminal justice system into their last. A judge presides over the court with youth volunteers serving as jurors and attorneys. Cases are selected when defendants realize their responsibility and are willing to accept the sentence selected by their peers. Sanctions include community services, counseling, and relevant workshops. Peer Court utilizes volunteers within the school to serve on a panel in a restorative justice model.
- **Youth Development Opportunities and Volunteerism**
 - The talent, skills and time given to The Center by hundreds of youth and adult volunteers transform the lives of our youth. These generous community members listen, counsel, tutor, provide meals, host parties and college tours, plant flowers, clean our building, sort books, furnish coats, scarves, suitcases, duffle bags, and provide holiday gifts. Simply put, The Center could not operate as they do without them. It is through their spirit of generosity and understanding, and their belief in what they do here at The Center that makes these volunteers so precious to The Center.

THE CENTER FOR YOUTH SERVICES, INC ORGANIZATION CHART FOR COUNSELING & RHY SERVICES



Director of School-Based Programs

Assistant Director of School Based Counseling

School #34
Crisis Intervention/Prevention (CIP)/HZ

Wilson Foundation/Commencement
School-Based Counselor (WC), CIP/HZ (WC), CIP/HZ (WF)

School# 50
CIP/HZ

Rochester Early College
CIP/HZ

East (Split w/ Paul)
Program Coordinator, Student Support Specialist (2), School Based Counselor (SBC), CIP (2), Social Learning Specialist

School #28
CIP/HZ

Monroe
Lead CIP, School Based Counselor, CIP/HZ (2)

Float

Assistant Director of School Based Prevention

School #8
Social Learning Specialist, CIP (2), Lead CIP/HZ

NE/NW
Crisis Intervention Prevention / (CIP/HZ)

School #10
Crisis Intervention Prevention

905 Monroe
Prevention Edu. Specialist (4), TPP

School #16
Crisis Intervention Prevention

Greece
Social Learning Specialist (3)/ATS

Float

Edison
CIP

Program Coordinator

Leadership Academy
CIP/Help Zone (2)

School #4
CIP/HZ (Help Zone)

School #5
CIP/HZ, Social Learning Specialist

Vanguard
CIP/HZ, .5 Peer Court

UCCS
Social Learning Specialist, Afterschool Program Manager, Assistant Program Manager, .5 Activity Coordinators (7)

Integrated Arts
CIP/HZ

School #19
Crisis Intervention Prevention / (CIP/HZ)

School #17
Social Learning Specialist (ATS), CIP/HZ

School of the Arts
School Based Counselor

School #12
CIP/HZ

Lead CIP

School#23
CIP/Help Zone (HZ)

School# 58
CIP/HZ

School #3
Child & Family Therapist, Prevention Edu., CIP(2), Lead CIP/HZ

RCMCS
Crisis Intervention Prevention (2)

Teen Court Program
Coordinator, .5 AmeriCorps

New Beginnings
Lead CIP, AmeriCorps

Franklin
CIP/HZ

School# 41
CIP/HZ, CIP (2)

Mt. Morris
CIP

School #33
Social Learning Specialist (ATS)

Ken/Ton
Social Learning Specialist/ATS

L2E
Coordinator of Workforce Programs

School #45
Child & Family Therapist, Lead Prevention Edu., CIP/HZ, STYA (.5), Comm. Partner

All City

Facilities



Tab 8

Other Agency Information

F940207000060
NYS

CERTIFICATE OF INCORPORATION OF

CYS PROPERTIES, INC.

(Under Section 402 of the
Not-for-Profit Corporation Law)

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law, hereby certifies that:

1) The name of the corporation is CYS Properties, Inc.

2) The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law, and is a Type C Corporation under Section 201 of that law. The lawful public objective of the corporation shall be to provide facilities for organizations which provide services to away and homeless youths and other youth-serving organizations which themselves qualify under Section 501(c) (3).

3) The corporation is organized exclusively for the purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to organizations which themselves qualify under Section 501(c) (3) and are exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding any other provision of this Certificate, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

4) In the event of dissolution, the remaining assets and property of the corporation after necessary expenses thereof shall be distributed to The Center for Youth Services, Inc., or to such other organizations as shall qualify under Section 501(c) (3) of the Code, subject to an order of a Justice of the Supreme Court of the State of New York.

5) The office of the corporation shall be located in the County of Monroe, State of New York.

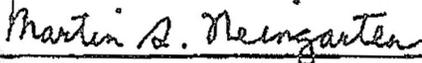
6) The names and residences of the initial directors of the corporation until the first annual meeting are:

<u>Name</u>	<u>Address</u>
R. Danforth Ross	129 Trafalgar Street Rochester, New York 14619
Helen C. Cooper	68 Skyview Lane Rochester, New York 14625
Mark S. Blood	607 Galbro Circle Webster, New York 14580
Mary A. Kearney	531 Grand Avenue Rochester, New York 14609
Martin S. Weingarten	30 Georgetown Lane Fairport, New York 14450
Dr. Beth M. Jelsma	140 San Gabriel Drive Rochester, New York 14610
Michael J. Tschiderer	1396 West Avenue Hilton, New York 14468

7) The Secretary of State is hereby designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any such process is 258 Alexander Street, Rochester, New York 14607.

8) The subscriber is at least 18 years of age.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing to be true under the penalties of perjury this 9th day of December, 1993.



Martin S. Weingarten
600 First Federal Plaza
Rochester, New York 14614



F940207.000060

CERTIFICATE OF INCORPORATION

of

CYS PROPERTIES, INC.

Under Section 402 of the Not for Profit Corporation Law

NIS

FILED

FEB 7 9 12 AM '94

Type: C

ICC
 STATE OF NEW YORK
 DEPARTMENT OF STATE
 FILED FEB 07 1994
 TAX \$ _____
 BY: JAH
 morse

Mousaw, Vigdor, Reeves, Heilbronner & Kroll
600 First Federal Plaza
Rochester, NY 14614

FEB 14 2 09 PM '94

DEC 29 12 08 PM '93



**The Center for Youth Services, Inc.
Center for Youth Associate Board Charter**

Purpose:

The purpose of the Center for Youth Associate Board (the "Associate Board") of The Center for Youth Services, Inc. ("The Center") is to further support The Center's fundraising and advocacy efforts by reaching a young professional demographic within the community.

Neither the Associate Board nor any member thereof shall have the authority or power to represent or act for or on behalf of The Center or the Board of Directors (the "Board of Directors") of The Center, including without limitation, to do any act that would be binding upon The Center, to enter into any contracts or agreements on behalf of The Center, or to make any expenditures or incur any obligations on behalf of The Center.

Duties and Responsibilities:

The Associate Board will work with The Center's Development Director and Executive Director to support The Center through various fundraising activities and volunteer efforts while building awareness in the community. The Associate Board will also work with the Board of Directors to augment these efforts. The Associate Board will:

1. Cultivate new friends and potential donors for The Center.
2. Create additional revenue streams through the Associate Board's fundraising activities.
3. Create and execute an annual identity event for the Associate Board.
4. Increase awareness of The Center's services and impact in the community.
5. Tailor the Associate Board's events and activities according to The Center's Strategic Plan for the year.
6. Identify and plan, with the Development Director and other Board of Directors members, events to support The Center's yearly initiatives, including internal and external events to include both large and small revenue generation opportunities as the Associate Board determines are appropriate.
7. Assist the Development Director and other staff members when asked in obtaining in-kind donations and services to support The Center's programs and facilities, striving to build upon the guidelines and goals established by The Center's Fund Development Committee.
8. When partnering with other organizations, ensure that their programs and activities are consistent with The Center's mission, core values and brand.
9. Search for, recruit, screen, interview and select individuals qualified to become Associate Board members of The Center and recommend Associate Board member candidates to fill vacancies and officer positions on the Associate Board. Recommendations will be made to the Executive Director and Director of Development who will present them to the Governance Committee of the Board of Directors.
10. Develop Associate Board member qualification criteria and establish procedures for evaluating the suitability of potential Associate Board member nominees.
11. Provide educational information to all new Associate Board members in regards to each of The Center's various programs and continue the educational process by highlighting one program at each Associate Board meeting.
12. Review, discuss and assess the Associate Board's own performance, as well as, its role and responsibilities.
13. Review and reassess the adequacy of this Charter no less than every three years and recommend any proposed changes to the Board of Directors for its consideration. This Charter and any provision contained herein may be amended or repealed by the Board of Directors.



Governance:

The Associate Board is a committee of The Center. The Associate Board is encouraged to invite, at its discretion, community volunteers to attend meetings and participate in Associate Board discussions.

The Governance Committee shall recommend to the Board of Directors for approval the individuals to serve on the Associate Board. No individual shall be appointed to the Associate Board without prior authorization by resolution adopted by a majority of the Board of Directors. The Associate Board and every member thereof shall serve at the pleasure of the Board of Directors.

The President of the Associate Board is responsible for the orientation of new Associate Board members regarding the duties and responsibilities of the Associate Board.

The Associate Board shall meet as often as necessary to carry out its duties and responsibilities and no less than six times per year. The Associate Board shall consist of up to 25 members. A majority of the members of the Associate Board shall constitute a quorum for the transaction of business. The act of the majority of Associate Board members present at an Associate Board meeting at which a quorum is in attendance will be the act of the Associate Board. The Associate Board shall keep minutes of its proceedings that shall be taken by the person whom the President designates to act as secretary of the meeting. The minutes shall be available for review by the Board of Directors and shall be filed as permanent records with The Center. The President or Vice President of the Associate Board may attend The Center's Fund Development Committee monthly meetings to report on the activities of the Associate Board. As needed, the President or member of the Associate Board may provide updates at the Board of Directors' meetings.

To the extent not otherwise provided for in this Charter, the Associate Board may establish such other terms and provisions relating to its processes and structure as it may from time to time deem desirable and appropriate, such as, but not limited to, term of office of members, removal of members, officers of the Associate Board, and committees of the Associate Board.

The Associate Board and its members will observe high standards of business and personal ethics in fulfilling their duties and responsibilities and will comply with all applicable federal, state and local laws and regulations and all applicable ethical standards, policies and procedures of The Center.

The Associate Board may request that any Board of Directors member, officer, employee of The Center, or other persons whose advice and counsel are sought by the Associate Board, attend any meeting of the Associate Board to provide such pertinent information as the Associate Board requests.

Date approved by the Board of Directors: Jan 23, 2017

THE CENTER FOR YOUTH SERVICES, INC.

HISTORICAL HIGHLIGHTS

1971 Peter Essley and Marty Weingarten study local services and youth needs, meet with a variety of people, design initial plans, secure funding; 10 high school students participate in planning process.

August 9 - The Center for Youth Services, Inc. is incorporated. Its aim is to provide quality services to youth in Monroe County between the ages of 12 and 21.

December - The Center receives funding from the Rochester Monroe County Board to begin operations.

1972 The Center opens at 293 Alexander Street in March; Peter Essley (age 19) is selected first Director; Marty Weingarten becomes President and Treasurer. Emphasis on youth direction (average age of staff is 21, active high school Student Advisory Board, student representatives in each area high school, sizable grant from Hike for Hope, belief that young people have the right and the ability to make important decisions about their personal lives); free, informal and confidential services; availability (hours: 10 am to 11 pm, Monday through Saturday, central location, telephone services); extensive use of volunteers; The Center as a youth resource.

Initial programs provide a variety of "alternative" services designed to meet the needs of youth as articulated by them and as reflected in various research studies. Services include:

Counseling - Informal – crisis and referral oriented, involving "anything from simply talking to dealing with suicide, drug overdose or other crises;" variety of youth concerns covered; runaways counseled but not housed; legal counseling; draft counseling; guidance counseling utilizing 5 volunteer guidance counselors from area high schools; beginning of group counseling emphasizing personal growth and development of interpersonal relationship skills.

Passage - Big Brother/Big Sister Program for younger teens; some tutoring involved.

Referral and information telephone services; telephone "hotline."

Volunteer job service - exploration of volunteer possibilities and placement in various social services agencies.

Youth library - books and information in such categories as drugs, sex, draft, legal rights, colleges, career opportunities, employment, religion, volunteer work, black literature, social problems, ecology, consumerism, women's rights, education, fiction.

Coffee house.

1972 (cont) Meeting space for youth groups.

Community newsletter.

September - Education Programs added as result of grant from New York State Education Department, Magis Program begins emphasis on community involvement.

The Center begins to develop cooperative relationships with other agencies; takes active role in community.

Begins year with four staff members; ends with six.

Professional Advisory Board created and used effectively.

Annual Budget: \$44,000

1973 The Center continues its crisis intervention, counseling, referral and community involvement programs, and expands dramatically. The Center strives to meet needs of youth and to retain flexibility. Adds six staff members (total 12).

Additions to The Center services:

Extensive five-month study of county runaway problem leads to development of Runaway Advocacy Project funded by the Division of Criminal Justice; provides crisis counseling and temporary emergency housing for runaways.

Implementation of a Drug Counseling Program utilizing two Drug Specialists. Funding by Office of Drug Abuse Services.

Expansion of services to education office to include four programs: Magis program (this school/community involvement program embraced students in 10 high schools); Career Development program offering students in junior high schools to meet with and interview an adult in the student's field of interest; mini-course program in high schools in such areas as criminal justice, social welfare and youth legal rights; student involvement project leading to development of student involvement handbook for New York State Education Department.

Development of Youth Volunteer Service including publishing Summer Volunteer Opportunities Handbook and group volunteer placement.

Employment workshops and counseling provided; participation in an advocacy program for summer youth employment.

The Center becomes active in advocating the needs of youth; conducts workshops at a number of statewide conferences; articles about The Center appear in various journals.

Annual Budget: \$77,300

1974 Programs begun in 1972 and 1973 are continued, refined and expanded. More youths are served. Staff increases to 16 and National Institute of Mental Health is added as a funding source. Substantial increase in group counseling both at The Center and in suburban communities. Expanded in-service training for staff. Magis Program becomes Human Service Internship Program. Specialized areas of youth needs studied, resulting in the publication of the Runaway Study, a Drug Law Summary, and an Alcohol Independent Study Packet. The Center provides consultation on youth services to a number of outside individuals and groups and conducts workshops at five statewide conferences.

Annual Budget: \$127,000

1975 Peter Essley resigns as Director; Paul Knipper becomes Director in July. Staff increases to 17. Board of Directors expands from 3 to 8 members.

In September, The Center Satellite office opens at 1308 Buffalo Road to offer services to the western portion of the County - the beginning of The Center satellite concept.

Criminal Justice Service added to Runaway Advocacy Project, resulting in referral agreements with most law enforcement agencies.

Runaway services evaluated by outside consultants.

Education Office and Volunteer Placement Service merge into Youth Development Services. Career counseling and volunteer placement emerge as primary services and Human Service Internship programs de-emphasized.

Much internal discussion, definition and evaluation of services.

More services provided in family counseling, alcohol related counseling, and criminal justice related counseling.

17 staff employed by The Center.

Annual Budget: \$194,200

1976 Maureen Alston becomes Director in May. Board of Directors increases to 13 in December.

The Center moves Downtown location to 258 Alexander Street (03/01/76).

The Center refines and improves its bookkeeping and financial systems, its data collection system, its management-by-objectives planning process and its in-service training of staff and volunteers.

Format for youth involvement revised.

1976 (cont)

New process of staff supervision and evaluation initiated.

Counseling services become more professional and more clinically oriented; greater involvement in short term family counseling; crisis intervention still significant.

Counseling Program and Runaway Advocacy Project merger into Crisis and Helping Services.

Youth Development Services establishes Life Skills Workshop series.

Western Satellite completes first full year of operation, providing same range of services as Downtown Unit as well as offering specialized programs such as the Gates Video Group and a peer helper group.

Jail counseling and casework for non-sentenced youthful offenders increases significantly.

Begin plans for establishment of eastern satellite.

Office of Youth Development is added as a funding source for runaway services.

Disco/I is held for high school youth in November.

Collaborative relationships with other agencies are strengthened.

18 staff employed by The Center.

Annual Budget: \$196,600

1977-78

In August 1977, Eastern Satellite opens at 2132 Five Mile Lane Road (Penfield) to offer services to Fairport, Penfield, East Rochester areas.

The Center becomes a United Way agency.

The Center develops a structured group experience designed to acquaint youth with the world of work, decision making and goal setting in the area of careers. Forty businesses and agencies provide volunteer internships.

Board of Directors increases to 15 members.

Personnel Manual completely revised; new Benefits Manual, Job Classification Manual and Salary Schedule are developed.

Functional accounting system developed.

The Center changes its fiscal year from calendar year to year ending March 31.

Annual Budget (15 months): \$290,521

1978-79 Youth Development Services adds Youth and Alcohol Project in June 1978 and the Road to Somewhere Career Exploration and Employment Program.

The Center begins testing a units of service approach to data collection and service delivery.

Under a CETA grant, The Center develops resource guides for each of its workshops.

In October 1978, Eastern Satellite moves from Penfield to Fairport (Fairport Road).

Annual Budget: \$332,000

1979-80 Families in Transition Program begins with funding from U.S. Department of Health and Human Services. Provides specialized services for youth and families who are experiencing separation, divorce or relocation.

In August 1979, after a lengthy process involving Board, staff, and youth, a revised Center Philosophy statement is adopted.

In Summer 1979, Maureen Alston resigns as Director to attend law school; Donna Hall is appointed Director.

Annual Budget: \$396,800

1980-81 Pines of Perinton Outreach Office opens in Fairport.

In October 1980, Donna Hall resigns as Director.

In December 1980, Frank Petrus appointed as Director.

In January 1981, The Center House opens a 9-bed group home for runaway and homeless youth. Funded by the NYS Division for Youth and the County of Monroe, certified by the NYS Division for Youth.

Board of Directors implements new salary structure, revises personnel benefits manual, rewrites agency's affirmative action program.

33 staff employed by The Center.

Annual Budget: \$492,900

1981-82 In March 1982, Northwest Satellite opens at 537 Dewey Avenue to provide services to northwestern part of city.

March 26, 1982 - "The Center for Youth Services Day" proclaimed by Mayor Ryan in recognition of The Center's 10th anniversary.

1981-82 (cont) The Center develops and implements an Accounting/Fiscal Procedures Manual and develops a generic approach to program definitions and service delivery.

39 staff employed by The Center.

Annual Budget: \$604,800

1982-83 Northwest Advisory Committee forms.

Several separate projects in youth development area are merged into one cohesive, coordinated package of services (PES - Prevention/Education Services).

The Center sponsors a youth symposium.

Full-time Volunteer Coordinator hired in August 1982 to enhance The Center's utilization of volunteers.

Annual Budget: \$701,900

1983-84 Working under a grant from NYS Division of Alcoholism and Alcohol Abuse, the Prevention/Education Unit develops "The Road to Independence" to assist "resourceless" youth by better equipping them for independent living.

In July 1983, The Center's services to "throwaway" youth are featured in two television programs – WXXI-TV and NBC News Monitor.

Through a special legislative grant, The Center hires an Outreach Counselor to provide concentrated activities to the Hispanic community, especially in the Brown Square and Dutchtown neighborhoods in the Northwest part of the city.

The Center enters the "computer age" and begins to computerize its fiscal and data collection records; receives a special grant from the U.S. Department of Health and Human Services for this purpose.

40 staff employed by The Center.

Annual Budget: \$775,700

1984-85 Children of Alcoholics project begins (07/01/84); provides specialized services to identified children of alcoholics and their families and professional development and awareness programs for those who work with these children.

The Center publishes two self-help manuals for youth moving through the transition to independence.

April 18, 1984 – "Visions of Youth" Conference – youth-run event co-sponsored by The Center.

1984-85 (cont) June 24, 1984 – The Center sponsors benefit concert - “The Endless High” with Cabo Frio, Cheater and No Camouflage.

September 15, 1984 – The Center sponsors special event fundraiser Walk for Youth.

March 2, 1985 – Fire destroys much of Downtown Office.

East Satellite moves to 17 Roselawn Drive in Fairport.

42 staff employed by The Center.

Annual Budget: \$994,200

1986-87 Roger Palma is appointed Executive Director (06/01/86).

Board of Directors expands to 22 members; 15 new people added to the Board.

Board adopts agency structural revisions: Program Director becomes Director of Programs; new position created - Counseling and Residential Services Coordinator.

Two new programs receive funding from the NYS Division for Youth and commence operation: Homeless/Transitional Living - designed to enhance The Center’s capacity to provide the services necessary to assist homeless youth through the transition to independence; comprehensive case assessment, planning, and services to youth (and their families) being discharged from DFY facilities.

48 staff employed by The Center.

Annual Budget: \$1,002,000

1987-88 The Center is asked to take over the Brighton Youth Services Project adding one new counselor to Downtown unit, which provides one full-time staff person working out of the Brighton Recreation Department.

Blue Choice of Greater Rochester gives a \$12,000 grant to The Center to enhance its Prevention Education Services and enable services to be offered outside of Monroe County.

The Emergency Shelter Program is bolstered through a \$10,000 grant from the City of Rochester Office of Neighborhood Development.

The Center receives a Special Legislative grant to replace its outdated telephone system.

Annual Budget: \$1,075,000

1988-89

The Center is the recipient of a \$160,000 grant from the State of New York Task Force on Integrated Projects for Youth and Chemical Dependency to open an Outreach Project in the Southwest part of the City of Rochester, which will be staffed by a Project Coordinator, three Prevention/Outreach Counselors and a Program Aide.

Northwest Office moves to a newly renovated facility at 234 Dewey Avenue which also houses the Prevention Education staff.

The Emergency Shelter is relocated to a spacious, well-cared-for, easily accessible site on West Main Street.

Due to a budget crisis, the Town of Brighton must discontinue its youth services program and The Center no longer stations a counselor at the town's facility.

The Board of Directors approves the expenditures of \$15,000 of agency non-grant revenue to be used for the hiring of a part-time development staff position or fund raising contractual service.

Maureen Alston is elected President.

Following an intensive year-long process conducted by an ad hoc committee involving Board, staff and youth, the Board, in June 1988, adopts a mission statement and a revised statement of philosophy.

Annual Budget: \$1,162,000

1989-90

Jean Hawkes is appointed Executive Director (11/89).

The Center experiments with a number of outreach and special programming initiatives:

Southwest office continues its special outreach programs.

Northwest office experiments with special programming efforts with 11 to 15 year-olds designed to address prevention needs.

East Office outstations staff in targeted areas where youth have special needs for services.

Communication and Development Office is established with a staff of three.

Annual Budget: \$1,296,000

1990-91

In June 1990, the Board adopts a Long-Range Plan for 1991-1995.

Center Sounds, a four-day youth talent showcase and eclectic musical fundraiser for The Center, was held in October 1990 and raised almost \$6,000.

1990-91 (cont) Downtown Counseling and Administrative Offices renovated and expanded to include entire building. Funded by special grants from the Daisy Marquis Jones Foundation, the Rochester Area Foundation and United Way.

The Center's West Office moves to Westmar Plaza on Buffalo Road.

"Something Like That," a youth newspaper created by The Center in November 1990, is distributed to 5,500 teens in 18 city and county schools.

West Office establishes Pregnant Teen Program aimed at preventing substance abuse during pregnancy.

East Office starts Teen Temps program.

Annual Budget: \$1,467,000

1991-92 Teen Temps program expands to West and Northwest offices.

PES adds two workshops on HIV/AIDS.

As the result of funding cut-backs, certain staff positions are eliminated, including the C&D staff and the volunteer coordinator.

Mike Tschiderer is elected President in September 1991.

Annual Budget: \$1,513,000

1992-93 Jean Hawkes resigns as Executive Director in April 1992.

Frank Petrus is appointed Executive Director (again) in August 1992 leading to a major transition in the agency's leadership and structure and the enhancement of fiscal and administrative operations, service delivery efforts and accountability systems.

Grant support from the City School District is secured to provide focused services for homeless youth.

Management Planning process for all units is instituted; unit managers focus more clearly on outcomes, not just process.

Video scrapbook is developed to profile The Center from 1972 to present.

Services at all units are enhanced and "back-on-track."

In cooperation with the Ad Council, WUHF-Fox 31, PCI and Denison Associates, a new PSA is developed to re-educate parents and youth regarding The Center.

The Center completes the implementation of automated general ledger system.

1992-93 (cont) Significant improvements are made in data collection system.

A new salary adjustment process and system is implemented.

Annual Budget: \$1,492,000

1993-94 Services continue to be enhanced and strengthened; on-site services at several city and suburban schools.

West Office relocates to North Chili.

Annual All-Staff Team Building "Day of Champions" is instituted.

Consulting practice developed by Executive Director and Director of Programs participating in statewide "Families for Kids" initiative headed by First Lady Matilda Cuomo.

1994-95 Evening Hours at Downtown Office reinstated.

New Prevention Education Group on Conflict Resolution developed.

Collaboration with other non-profit and education communities to develop a local Americorps program; The Center PES is hired to conduct the two-week Americorps Training Academy.

The Center purchases, renovates and moves into new Center House, a 12-bed emergency house in a residential northwest neighborhood (August 1994).

CYS Properties is incorporated to hold title to property owned by The Center.

Increased partnerships in providing school-based services to Rochester City School middle and high schools as part of the CHANGE Initiative.

Award of Excellence received from United Way.

Personnel/Human Resources systems enhancements with new comprehensive personnel policies and new performance appraisal system.

1995-96 The Center takes Lead Agency responsibility to develop service collaborative on-site at East High School.

Agency Strategic Planning Process begun.

Southwest Office relocates to 260 Arnett Boulevard.

Fund Development Program is initiated and Director of Development is hired.

1995-96 (cont) Frank Petrus resigns (January 1996) and relocates to Atlanta, GA as a consultant on child welfare.

Jama Dodson is named Executive Director.

1996-97 Quarterly newsletter "Center Point" is re-instituted.

The Center's 25th Anniversary is celebrated with first-ever Gala, "Second Chance Prom Night" (11/02/96).

25th Anniversary video produced and donated by Rose Films, Inc.

The Center's first Endowment Fund Campaign "Campaign for Kids" is initiated.

Comprehensive agency-wide Strategic Plan is completed (September 1996).

1997-98 Federal HHS basic Center grant for the Emergency Shelter Program is not renewed after 17 continuous years of funding.

"Urgent Appeal" to fill the funding gap is successful and shelter services continue uninterrupted, serving over 300 youth.

New collaborative with Southwest Area Neighborhood Association (SWAN) creates partnership to serve more southwest area youth and families.

The remaining mortgage balance on The Center House is paid in full – the first property to be owned by The Center.

1998-99 Federal HHS funding for the Emergency Shelter Program is restored plus a new HHS funded program, "Street Outreach," is initiated.

The East Office moves from Fairport to shared space in the Webster Community Center.

The Prevention Education Program doubles in size (adding 5 new Educators), hired to conduct Life Skills Training Program in all Rochester City School District sixth grade middle school classes (replacing the Police Department's DARE Program).

Downtown Office moves from Alexander Street, where it had been for over 20 years, to new, larger, more visible location at 905 Monroe Avenue. Prevention Education Services moves from previous location at the Northwest Office to the 905 Monroe Avenue address, consolidating Administration, Downtown Counseling Unit and PES in one location.

Counseling Program staff restructures from three supervisors and five units to two Program Managers and two Teams (North and South).

1998-99 (cont) The Center is chosen to receive the United Way Kids On Track Older Adolescent grant to enhance school-based services at East High School.

Annual Budget: \$1,702,983



Acronyms/Abbreviations Often Used in Center documents/reports – (Updated 11/13/19)

- **ACT**= ACT is a standardized achievement examination for college admissions in the United States produced by ACT, Inc. ACT, Inc., was originally known as the American College Testing Program, Inc., but changed its name to *ACT Inc.*, the letters not standing for anything, in 1996.
- **AIDS**= Acquired Immune Deficiency Syndrome or Acquired Immunodeficiency Syndrome
- **AOD**=Alcohol and other drugs
- **APT**=School of Applied Technology at Edison
- **ASAP**=Academy of Students at Promise
- **ATS**= Alternative to Suspension
- **BOCES**=Board of Cooperative Educational Services
- **CASAC**=Credentialed Alcohol and Substance Abuse Counselor
- **C-GAS**=Children's Global Assessment Scale
- **CHES**=Certified Health Education Specialist
- **CIP**= Crisis Intervention Prevention Specialist
- **CoC**= Continuum of Care
- **CPP**=Credentialed Prevention Professional
- **CPS**=Child Protective Services
- **CPS**=Credentialed Prevention Specialist
- **CSE**=Committee on Special Education
- **CYAP**= Center for Youth After School Program
- **CYT**= Connecting Youth to Transition
- **DDSO**=Developmental Disabilities Services Office
- **DRA**=Developmental Reading Assessment
- **D-YNASTY Sports and Character Development Camps**= Developing Youth's Natural Abilities to attain Success Through the Years.
- **EHS** = East High School
- **ELT**= Extended Leaving Time
- **ESSHI**= Empire State Supportive Housing Initiative
- **EW**= EarthWorks
- **FACT**=Family Access and Connection Team
- **FYSB**=Family and Youth Services Bureau
- **GAF**=Global Assessment of Functioning
- **GEAR-UP**=Gaining Early Awareness and Readiness for Undergraduate Programs
- **GED**=General Educational Development Exam
- **GRASA**= Greater Rochester After School Alliance
- **GRAV**=Get Real About Violence
- **GRHF**= Greater Rochester Health Foundation
- **H.E.L.P.** =Health Experiential Learning Project—a grant through the Greater Rochester Health Foundation focusing on healthy eating and exercise with students at SWW middle school and East High.
- **HES**=Health Education Specialist
- **HIV**= Human Immunodeficiency Virus
- **HIVE**=Helping Individuals Value Education—ATS program at School #45

- **HMIS**=HUD Management Information Service
- **H.O.P.E**=Helping Ourselves Pursue Excellence
- **HUD** =US Department of Housing and Urban Development
- **ILS**=Independent Living Skills
- **ISS**= In School Suspension
- **L2E**= Learn 2 Earn
- **LGBTQ**= Lesbian, Gay, Bisexual, Transgender, and Questioning (LGBTQ) Youth
- **MCDHS**=Monroe County Department of Human Services
- **MCYB**=Monroe County Youth Bureau
- **MOA**=Memorandum of Agreement
- **NCADD**=National Council on Alcoholism and Drug Dependence
- **NET**=see NSC
- **NSC**= Neighborhood Service Center Teams (formerly NET)
- **OASAS**=NYS Office of Addiction Services And Supports
- **OCFS**=NYS Office of Children and Family Services
- **OSHA**=Occupational Safety and Health Administration
- **OSOS**=One Stop Operating Service
- **OSS**=out of school suspension
- **PES**=Prevention Education Services or Prevention Education Specialist
- **PIR**= Project I'M READY
- **RAAVS**=Rochester Area Administrators of Volunteer Services- volunteer coordinators from various agencies in Monroe County.
- **R4L**=Ready for Life
- **RASA**= Rochester After School Academy
- **RCSD**= Rochester City School District
- **RHY**= runaway/homeless youth
- **RHYTTAC**=Runaway and Homeless Youth Training and Technical Assistance Centers
- **RIPP**=Responding in Peaceful and Positive Ways
- **RIT**=Rochester Institute of Technology
- **RMAPI**=Rochester Monroe Anti-Poverty Initiative
- **RRH**= Rapid Rehousing
- **SAT**=SAT Reasoning Test (formerly Scholastic Aptitude Test and Scholastic Assessment Test)
- **SEAC**=South East Area Coalition
- **SH**= Safe Harbour
- **SLS**= Social Learning Specialist
- **SNAP**= Supplemental Nutrition Assistance Program
- **SOP**= Street Outreach Program
- **SOTA**=School of the Arts
- **SSS**=Student Support Services
- **STAR**=used to mean "Standardized Test for the Assessment of Reading. This meaning is no longer maintained, as the company has created STAR assessments for skills in domains other than reading.
- **SWW**= School Without Walls
- **TABE**=Test for Adult Basic Education
- **TEAM YC**=Tools to Evaluate and Manage Youth Courts
- **TLP**= Transitional Living Program
- **TPP**= Teenage Pregnancy Prevention
- **Y.A.R.**=Youth as Resources
- **YES**= Youth Employment Specialist
- **YOU**=Youth Opportunity Unit