

BYLAWS
OF
Genesee Council on Alcoholism and Substance Abuse, Inc.
(GCASA)

**Prevention, EAP, Administration
Outpatient Treatment Clinic
430 East Main Street
Batavia, NY 14020
(585) 343-1124**

Revised 5/24/2017

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GENESEE COUNCIL ON ALCOHOLISM AND
SUBSTANCE ABUSE (GCASA), INC.

BYLAWS
(A Not-For-Profit Corporation)

ARTICLE I – NAME

SECTION 1. The name of this Not-For-Profit Corporation shall be known as the Genesee Council on Alcoholism and Substance Abuse, Inc. (“GCASA”). The term “Council” shall hereinafter in the Bylaws refer to GCASA.

ARTICLE II - COUNCIL MEMBERSHIP

SECTION 1. Members of the Council shall be those persons, businesses or organization who financially contribute directly to the annual membership campaign.

The Council shall annually conduct a Membership Campaign. Membership contributions may be solicited for GCASA programs or deposited for investment with GCASA Foundation, Inc.

SECTION 2. Rights of Members. Each Member of the Council shall be entitled to one vote on any business that may properly come before the Annual Meeting of the membership. Businesses and organizations shall be counted as a single voting Member.

Members shall be entitled to hold any office in the Council to which he/she may be elected or appointed. There may be a student Member between the years of 16 and 18 on the Board without voting privileges.

SECTION 3. Annual Meeting. The Annual Meeting shall be held in the Spring of each year at a date, time and place set by the Board of Directors. A quorum for the transaction of business at the Annual Meeting shall consist of the lesser of 100 votes or 10% of the total number of Members entitled to vote. A copy of written notice of the meeting shall be given personally by mail, facsimile telecommunications or electronic mail to each Member not less than ten (10) days prior to the date of the meeting.

ARTICLE III - DIRECTORS

SECTION 1. Election and Term of Directors. Candidates for the Board shall be limited to individuals who: (1) except as otherwise provided herein, reside or are employed in communities served by the Council; (2) demonstrate basic qualities of honesty, integrity, justice and sound moral character; (3) are committed to uphold the purposes, philosophy and general policies of the Council as stated in its Certificate of Incorporation, as amended from time to time, and in these Bylaws; (4) have the willingness and ability to devote necessary time to Board activities; (5) have particular expertise or experience deemed necessary or desirable by the Board; (6) are able to apply experience and expertise to Board decisions objectively and realistically; (7) have the ability to attend a minimum of sixty percent (60%) of all Board and committee meetings to which the director is appointed during a calendar year; (8) have a perspective which seeks the good in all persons, especially the poor; (9) have the willingness and ability to attend a minimum of one continuing education sessions in any one calendar year; (10) recognize and protect the confidential nature of the information discussed at Board meetings.

The Board of Directors of the Council shall be elected by a majority vote of the Members of the Council present at the Annual Meeting of the Council. Each director shall be a Member of the Council during his/her directorship.

SECTION 2. Board Composition. The Board of Directors shall be comprised of a minimum of ten (10) directors and, a maximum of fifteen (15) directors, who are elected in the manner provided in Section 1 of this Article III. Each director shall be elected for a term of three (3) years unless a shorter term is authorized by the Board of Directors to fill an unexpired term or vacancy of a former Board Member. This unexpired term will be completed before the Member begins his/her first term. No person shall serve more than two (2) consecutive terms, but such person may be re-elected after an absence from the Board of Directors for one year. Should a director vacancy occur between annual meetings for any reason, it shall be filled by the Board, by majority vote, after nomination by the Nominating Committee or the Board. An officer elected or appointed to fill any vacancy shall serve until the next annual meeting. Attendance at each meeting of the Board shall be recorded by the Secretary/Treasurer in the minutes thereof. A director from a meeting may be excused for good cause.

The membership of the Board of Directors shall reflect the diverse interests, populations, and geographic districts of the community, which the agency serves.

SECTION 3. Powers/Authority.

- a) The administrative powers of the Council shall be vested in the Board of Directors, who shall have charge and control of the management of Council affairs. The Directors shall have the power, among other things, to manage all property of the Council; borrow money on mortgages, bonds, notes or other evidences of indebtedness; to take measures which they may deem expedient for encouragement of subscriptions, donations, grants and bequests for the Council; to take charge of and watch over the general interests or concerns of the

Council; to authorize the proper officers to enter into and fund the Council by such contracts as they may deem advantageous for the objectives of the Council; to authorize the purchase or rental of real property; and to authorize the employment of adequate personnel and to define the duties of said personnel.

- b) The Board, or a designated Finance and Audit Committee of the Board comprised solely of independent directors shall oversee the accounting and financial reporting processes of the Council, the audit of the Council's financial statements, compliance with the Council's Conflict of Interest and Whistleblower Policies, and matters related to executive compensation oversight. The Board shall annually retain an independent auditor to conduct the audit, and upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

An independent director is defined as a director who: (i) is not, and has not been within the last three years, an employee or a key person of the Council or an affiliate of the Council, and does not have a relative who is, or has been within the last three years, a key person of the Council or an affiliate of the Council; (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 in direct compensation from the Council or an affiliate of the Council; and (iii) is not a current employee 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 Council or an affiliate of the Council if the amount paid by the Council to the entity or received by the Council from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of (i) Ten Thousand Dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than Five Hundred Thousand Dollars (\$500,000), (ii) 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) or (iii) One Hundred Thousand Dollars (\$100,000) if the entity's consolidated gross revenue was Ten Million Dollars (\$10,000,000) or more; or (d) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Council's outside auditor or who has worked on the Council's audit at any time during the past three years. For purposes of this definition, the term "compensation" does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by law and the term "payment" does not include charitable contributions, dues or fees paid to the Council for services which the Council performs as part of its nonprofit purposes, or payments made by the Council at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Council are available to individual members of the public on the same terms, and such services received by the Council are not available from another source.

SECTION 4. Nominating Committee. At least thirty days previous to the date fixed for the

Annual Meeting, each year, the President of the Council shall appoint a Nominating Committee of at least three (3) Members of the Council to nominate individuals to be voted on as directors at the next succeeding annual meeting but such action shall not prevent the nomination of and voting for other persons for such positions at such Annual Meeting.

SECTION 5. Removal from Office. During a Director's term should the Director violate any of the terms of this Article III, the Board may entertain a petition for the Director's removal from office, after extending 30 days' notice to the Director and after affording him or her an opportunity to be heard. Then in Executive Session, the Board may vote to remove the Director from office by a majority vote of the entire Board. Any director may be removed from the office if he or she misses two (2) or more consecutive meetings or four (4) meetings within any twelve (12) month period without sufficient reason for such absences.

SECTION 6. Resignation. A voting director may resign at any time by giving written notice to the President or the Secretary/Treasurer of the Council. Written notice shall promptly be given by such officer of the Council to the other Board of Director Members. Unless otherwise specified in the notice, the resignation shall take effect upon delivery thereof to such officer of the Council and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IV - MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings. The Board of Directors shall hold their regular meetings nine times out of a 12 month period or as requested by the Board President or two Members at times and locations as agreed upon by the majority of directors. The annual meeting of the Members shall serve as the Board's regular meeting for that month.

SECTION 2. Special Meetings. Special meetings may be called by or at the request of the President or any two directors. Notice of special meetings shall be delivered personally, by mail, electronically transmitted, or telephoned to each Member of the Board at least forty-eight (48) hours before the date of such special meetings. Such notice shall state the business for the transaction of which the special meeting has been called, and no business shall be transacted, other than that stated in the notice, at such special meeting.

SECTION 3. Waiver of Notice. Notice of any meeting of the Board need not be given to any director who submits a waiver of notice either before or after the meeting, or who attends the meeting without protesting lack of notice prior thereto or at the commencement thereof. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means included 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.

SECTION 4. Annual Meeting. An Annual Meeting of the Membership of the Council shall be held for the purpose of electing Directors, and receiving and acting upon any business and/or reports

as may be appropriate. A quorum for the transaction of business of the Annual Meeting shall consist of the lesser of 100 votes or 10% of the total number of Members entitled to vote.

SECTION 5. Quorum. At any regular or special meeting of the Board of Directors, except as required by law or by the Certificate of Incorporation, a quorum shall be one-third of the entire Board of Directors based on the number of directors elected at the most recently held election of directors, as well as any directors whose terms have not yet expired.

SECTION 6. Presence at the Meeting by Telephone. One or more Members of the Board of Directors or any Committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the 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, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

SECTION 7. Action Without a Meeting. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all Members of the Board or Committee consent in writing 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.

ARTICLE V - OFFICERS

SECTION 1. The Officers of the Board of Directors shall be a President, a Vice-President, a Secretary/ Treasurer, and such other officers as the Board of Directors may authorize, all of whom shall be elected by a majority vote of the Board of Directors. Officers shall hold office for a period of one (1) year or until their successors shall have been duly elected and qualified. Such election shall be held in each year immediately following the Annual Meeting. No employee of the Council shall serve as chair of the Board or hold any other title with similar responsibilities, unless the Board approves such employee serving as Chair of the Board by a two-thirds (2/3) vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.

SECTION 2. Duties of Officers:

The President shall call and preside at all meetings whether of the Council membership or of the Board of Directors and shall be ex-officio Member of all committees. He/she shall appoint Committee chairman persons and Members of Committees, and such appointments shall be subject

to a vote of approval by the Board of Directors.

The Vice-President shall act as President in the absence of the President and when so acting shall have all the power and authority of the President.

The Secretary/Treasurer shall be responsible for a) keeping the roll of Members of the Board; b) sending appropriate notices and preparing agendas for all meetings of the Members and the Board; c) attending to all correspondence of the Board; d) maintaining custody of all records and reports of the Council; e) keeping and reporting of complete and accurate minutes of all meetings of the Members and the Board and all unanimous written consents executed by the Members or the Directors; and f) affixing the seal of the Council to all documents when authorized in accordance with these Bylaws.

The Secretary/Treasurer shall also be responsible for a) maintaining custody of all funds belonging to the Council and managing and controlling the same under the supervision of the Board; b) maintaining the Council's accounting system in such a manner as to give a true and accurate accounting of the financial transactions and condition of the Council. Said accounts shall be audited at the close of each fiscal year by an independent certified public accountant chose by the Board; c) seeing that all officers and employees who handle or have access to the funds or accounting records of the Council shall be insured in such sum and in such form as the Board may require at the expense of the Council; d) rendering to the President and the Board at its regular meetings or whenever they require it, or to the Members upon the request of either, reports of the financial transactions and condition of the Council, as well as a complete financial report at the Annual Meeting of the Council; and e) performing such other duties as are incidental to the office, are assigned by the Board, or are prescribed in these Bylaws.

To the extent requested by the Secretary/Treasurer, the President and administrative staff shall assist the Secretary/Treasurer in the performance of these duties.

ARTICLE VI – RELATED PARTY TRANSACTIONS

SECTION 1. Related Party Transactions Qualified. The Council shall not enter into any related party transaction unless the transaction is determined by the Board, or an authorized Board Committee, to be fair, reasonable and in the Council's best interest at the time of such determination.

Any director, officer or key person who has an interest in a related party transaction shall disclose in good faith to the Board, or to an authorized committee thereof, the material facts concerning such interest. Any transaction in violation of this Article shall be voidable by the Board.

SECTION 2. Related Party Transaction Deliberations. With respect to any related party transaction involving the Council and in which a related party has a substantial financial interest, the Board or an authorized committee thereof shall:

a) Prior to entering into the transaction, consider alternative transactions to the extent available;

b) Approve the transaction by not less than a majority vote of the directors or committee members present at the meeting; and

c) Contemporaneously document in writing the basis for the Board or authorized committee's approval, including its consideration of any alternative transactions.

SECTION 3. Related Party Participation Prohibited. No related party may participate in either deliberations or voting relating to matters set forth in this Article; provided that nothing in this Article shall prohibit the Board or authorized committee from requesting that a related party present factual information or answer questions concerning a related party transaction at a Board or committee meeting prior to the commencement of deliberations or voting relating thereto.

ARTICLE VII - COMMITTEES

SECTION 1. Appointment of Committees. Committees shall include Board Committees and Committees of the Corporation. Committees of the Corporation may be formed at the discretion of the Board of Directors. Board Committees shall include the:

- (1) Executive Committee
- (2) Finance and Audit Committee
- (3) Personnel Committee
- (4) Quality Improvement Committee; and
- (5) Nominating Committee

Except as otherwise provided in these Bylaws, the chairpersons and all of committees other than those serving ex-officio shall be appointed by the President subject to approval by a majority vote of the Board at a meeting in which a quorum is present, except that in the case of an executive committee or similar committee however denominated, the appointment shall be made by a majority of the entire Board. The Executive and other Board Committees shall consist of at least three Directors. Unless otherwise specified in these Bylaws, Directors shall comprise the voting Members of all committees. The Board President shall be ex-officio, a voting Member of all board committees.

Committees shall have limited powers and any action taken shall not conflict with these Bylaws or the policies of or restrictions imposed by the Board. No such committee shall have authority as to the following matters: (i) the submission to Members of any action requiring Members' approval under the N-PCL; (ii) the filling of vacancies in the Board or in any committee; (iii) the fixing of compensation of the directors for serving on the Board or on any committee; (iv) the amendment or repeal of these by-Laws or the adoption of new by-laws; (v) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (vi) the election or removal of officers and directors; (vii) the approval of a merger or plan of dissolution; (viii) the adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Council; and (ix) the approval of amendments to the Certificate of Incorporation. Each Board Committee shall serve at the pleasure of the Board.

Each Board Committee shall meet at the call of its chairperson or at the direction of the President. Committees of the Corporation shall meet with such frequency as is necessary to accomplish their purpose.

Each committee shall submit minutes of its meetings, including all findings conclusions, recommendations and actions to the Secretary/Treasurer of the Council and shall make a report to the Board at its next meeting following the committee meeting. The activities of a committee shall be deemed to have been ratified by the Board after the report is presented to and accepted by the Board.

Activities of Committees of the Corporation shall be limited to the accomplishment of the tasks for which they are formed, and shall stand discharged upon the completion of such tasks. Such Committees of the Corporation may be elected or appointed in the same manner as officers of the Council but no such committee shall have the authority to bind the Board.

SECTION 2. Committee Meetings. A quorum for committee meetings shall be at least two Board Members.

(a) The Executive Committee shall consist of the Board President, Vice-President, Secretary/Treasurer and one other Board Member who could be the past president or any other Member at large. Three (3) Members shall constitute a quorum. The Executive Committee shall have and may exercise the power of the Board of Directors when the Board is not in session, reporting their action at the next meeting of the Board of Directors. This committee shall also have the responsibility for bringing recommendations on policy, procedure and programs before the Board for their consideration and vote. The Executive Committee is subject to the orders of the Board of Directors and the membership and none of its acts shall conflict with the action taken by the Board of Directors and the membership. This committee shall evaluate the Executive Director's performance on an annual basis. Meetings of the Executive Committee shall be held at such time and place as it considers necessary, or by direction of the Board of Directors.

(b) The Finance and Audit Committee shall be responsible for the execution of financial policies adopted by the Board and perform such duties as are necessary for formulating, securing, approving and recommending budget proposals and revisions, compliance with the Council's Conflict of Interest and Whistleblower policies and executive compensation oversight. The committee shall consist of the Secretary/Treasurer and at least two (2) other Members of the Board of Directors, provided that the Finance and Audit Committee is comprised of solely independent directors. It shall also make a monthly analysis of the financial activity of the Council, a long-range financial forecast, and an annual review of the insurance program. The Committee shall cause to be prepared, and shall submit to the Board of Directors at the last meeting before the end of the fiscal year, an operation budget showing the expected receipts, income and expenses for the ensuing year. An annual capital budget shall also be presented and approved which includes an estimate of capital expenditures considering current replacement and improvement needs. The Finance Director and Executive Director will represent staff and serve an advisory role for this committee, but will not have voting privileges. Members of the Finance and Audit Committee shall be comprised of independent

directors.

(c) The Personnel Committee shall review all matters relating to personnel practices and procedures of the agency and will present findings and recommendations to the Board. It shall also monitor a continuous education program for the improvement of skills of all agency personnel. The Executive Director will represent staff and serve an advisory role for this committee, but will not have voting privileges.

(d) The Quality Improvement Committee A Quality Improvement Committee shall develop and implement a coordinated plan and program to review, evaluate, and maintain the quality of care rendered in the facilities of the Council. The committee shall include representation of the Board, and the Executive Director and staff shall serve an advisory role for this committee.

The Committee shall:

- a) Receive, review, and act upon recommendations from the quality improvement activities, and establish priorities, as needed, for the study of problems and their resolutions;
- b) Consider committee or other relevant reports on the work of persons who provide client services in order to make recommendations to the Board with respect to quality, service, and actions considered to be in the best interest of the Council and its clients;
- c) Review and recommend approval of assignments and policies consistent with the needs of the Council;
- d) Conduct an evaluation of the Council's Quality Improvement program and recommend changes as necessary;
- e) Submit a quality improvement plan annually to the Board for approval.

The Quality Improvement Committee shall meet at least quarterly, shall keep minutes of its meetings and shall report quarterly its activities, findings, and recommendations to the Board.

ARTICLE VIII - EXECUTIVE DIRECTOR

SECTION 1. The Board of Directors shall select and appoint a qualified Executive Director of the Council for such period of time and upon such terms and conditions as the Board of Directors may determine. This Executive Director shall be given the necessary authority and responsibility to operate the agency and clinic in all its activities, subject to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. He/she shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to so act.

ARTICLE IX - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. Except as otherwise provided in these Bylaws, the governing Board may authorize any officer or officers, agent or agents to enter into any contract or execute and delegate over any instrument in the name and on behalf of the Council, and such authority may be general or

confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Council and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council shall be signed by such officer or officers, agent or agents of the Council and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Council not otherwise employed shall be deposited from time to time for the credit of the Council in such banks, trust companies, or other depositories (including GCASA Foundation) as the Board of Directors may select.

ARTICLE X - INDEMNIFICATION

SECTION 1. Any Officer or Director made a party to any action, suit or proceeding by reason of the Council or of any corporation which he/she served as such at the request of this Council, shall be indemnified by the Council against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law.

ARTICLE XI - CONFLICT OF INTEREST

SECTION 1. Reporting Requirement. The Council and its directors, officers and key persons are subject to disclosure requirements and procedures set forth in the Conflict of Interest Policy ("Policy") to ensure directors, officers, and key persons act in the Council's best interest and comply with applicable legal requirements. The Board of Directors shall promulgate conflict of interest standards for board membership, as it deems advisable. The Finance and Audit Committee has oversight authority for compliance with the Council's Conflict of Interest Policy and standards. No person shall be eligible for nomination or election to the Board of Directors unless his/her nomination or election would be in conformity with any such conflict of interest standards, which may be promulgated. No director, and no Member of the immediate family of any director, shall serve as paid staff of the Council or receive compensation of any kind from the Council. No director may apply for a paid position in the Council until he/she has resigned from the Board.

SECTION 2. Conflict Disclosure. In accordance with the Policy, prior to the initial election of any director, and annually thereafter, such director shall complete, sign and submit to the secretary of the Council or a designated compliance officer a written statement identifying, to the best of the director's knowledge, any entity of which such director is an officer; director; trustee; member;

owner (either as a sole proprietor or a partner); or employee and with which the Council has a relationship, and any transaction in which the Council is a participant and in which the director might have a conflicting interest, actual or potential. Each director shall annually resubmit such written statement. The secretary of the Council or a designated compliance officer shall provide a copy of all completed statements to the President of the Council, who shall distribute copies of all such disclosures to the directors at the next duly called meeting of the Board at which a quorum is present.

SECTION 3. Deliberation Participation. No person with a conflict of interest may be present at or participate in Board or committee deliberations or vote on the matter giving rise to such conflict. Such person shall not use his or her personal influence to affect the discussions or deliberations prior to or subsequent to deliberations held at the meeting with respect to such contract or transaction. Nothing herein shall prohibit such a person from being present at the meeting only for the time required to present factual information or to respond to questions prior to the commencement of the deliberations or voting relating thereto. A director who is present at a meeting but who has recused him or herself from a vote due to a conflict of interest or related party transaction will still be considered present for purposes of determining a quorum.

SECTION 4. Conflict Policy. The Board shall adopt a conflict of interest Policy requiring and/or containing:

- a) prompt disclosure by directors, officers, and key persons of existing and potential conflicts of interest; and
- b) corrective and disciplinary action with respect to violations of such Policy.
- c) a definition of the circumstances that constitute a conflict of interest;
- d) procedures for disclosing a conflict of interest to the Board and procedures for the Board or committee to determine whether a conflict exists;
- e) a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;
- f) a requirement that the existence and resolution of the conflict be documented in the Council's records, including in the minutes of any and all meeting(s) at which the conflict was discussed or voted upon; and
- g) procedures for disclosing, addressing, and documenting related party transactions.

ARTICLE XII - WHISTLEBLOWER POLICY

SECTION 1. Policy Purpose. The Council shall adopt a Whistleblower Policy to protect from retaliation persons who report suspected improper conduct. No director, officer, employee or volunteer of the Council who in good faith reports any action or suspected action taken by or within

the Council that is illegal, fraudulent or in violation of any adopted policy of the Council shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence.

ARTICLE XIII - AMENDMENTS

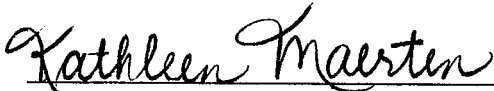
SECTION 1. The Bylaws of the Council may be amended or repealed by the Corporate Board of Directors. If any Bylaw regulating an impending election of directors is adopted, amended or repealed by the Corporate Board of Directors, there shall be set forth in the notice of the next meeting of the Members for the election of directors the Bylaws so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE XIV - DISSOLUTION OF ASSETS

In the event that GCASA, should dissolve, the assets of the Council may be given to a charitable organization, or dedicated to furthering causes compatible with the goals of the Council, subject to the authority of the Board of Directors and with approval of New York State Office of Alcoholism and Substance Abuse Services.

By-law Amendment Dates:

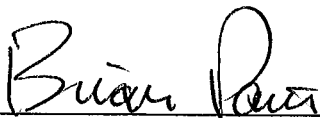
August 25, 1977
September 21, 1982
September 9, 1985
September 23, 1992
September 29, 1995
May 13, 1998
May 26, 1999
January 23, 2002
May 23, 2007
May 28, 2014
May 24, 2017



Kathleen Maerten, President

5-24-17

Date



Brian Paris, Secretary/Treasurer

5-24-2017

Date