

**FINGER LAKES  
WORKFORCE INVESTMENT BOARD, INC.**

**BY-LAWS**

**AND**

**CODE OF ETHICS**

Approved by Resolution #02-15  
Date Approved: September 16, 2015  
Finger Lakes Workforce Investment Board, Inc.

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**BY-LAWS  
FINGER LAKES WORKFORCE INVESTMENT BOARD, INC.**

**ARTICLE I - NAME**

The name of the organization is the Finger Lakes Workforce Investment Board, Inc., hereinafter referred to as the "FLWIB". These By-Laws govern the Board of Directors of the FLWIB, which also serves as the mandatory Finger Lakes Workforce Development Board per section 107 of the Workforce Innovation and Opportunity Act. (WIOA) and as outlined in the Chief Elected Officials Agreement between the counties of Ontario, Seneca, Wayne and Yates approved by all parties in May, 2015.

**ARTICLE II - DESCRIPTION**

1. PURPOSE/VALUE STATEMENT

The purpose of the Finger Lakes Workforce Investment Board, Inc. (FLWIB) is to improve the economic well being of job seekers and employers in the region by aligning human potential with opportunities in the workplace. The FLWIB also serves as the mandatory Finger Lakes Workforce Development Board in compliance with the Workforce Innovation and Opportunity Act (WIOA).

The FLWIB will carry out its responsibilities in a manner that reflects the following values and principles:

- ◆ We practice integrity, honesty and respect in all our relationships;
- ◆ We accept diversity and challenges as opportunities for growth;
- ◆ We work to elevate the quality of life and economic well being in the region;
- ◆ We demonstrate creativity and optimism in our leadership;
- ◆ We know our customers needs and exceed their expectations;
- ◆ We ensure value of products and services and the efficient delivery of services to all customers;
- ◆ We analyze failures and celebrate successes;
- ◆ We seek partnerships and collaboration throughout the organization and community.

2. RESPONSIBILITIES:

The responsibilities of the FLWIB, shall include but are not limited to:

- A) Provide policy guidance for and exercise oversight of activities under the Workforce Innovation and Opportunity Act for the Workforce Development Area in partnership with the units of local government, partner agencies and businesses.
- B) Work to increase the involvement of the business community in the Workforce Development System.
- C) Work to increase private sector employment opportunities for eligible participants.
- D) Create a system that offers universal access and customer choice for all job-seekers and employers.
- E) Review plans and make recommendations to the Governor or other state/federal agencies requiring such review.
- F) Foster cooperation and coordination between the FLWIB and other groups with similar employment and training goals, particularly the Economic Development Agencies.
- G) Prepares such reports that may be required by NYSDOL and other funding entities.

### 3. GEOGRAPHIC BOUNDARIES:

The areas to be served by the Finger Lakes Workforce Investment Board, Inc. are the Counties of Ontario, Wayne, Seneca and Yates which have been designated as a Workforce Development Area pursuant to the provisions of Section of the Workforce Innovation and Opportunity Act.

## **ARTICLE III - MEMBERSHIP**

### 1. APPOINTMENT PROCESS:

#### A) Appointments:

All private sector appointments to the Board of Directors (Board) shall be made by the respective County legislative bodies and all non-private and at large members shall be unanimous endorsements by the respective County legislative bodies.

#### B) Size of Membership:

The Board shall consist of thirty three (33) voting members or the number as subsequently established by the unanimous agreement of the Counties upon the recommendation of the FLWIB.

#### C) Private Sector Membership:

At least a majority of the Board membership, shall be representatives of private sector industry and businesses (including small business and minority business enterprises) as is required by the Workforce Innovation and Opportunity Act.

Private sector members shall be owners, chief executives, or chief operating officers of their private sector businesses or shall have substantial management and policy responsibilities within their respective organizations. All private sector members must reside or have their principal place of business in the counties of Ontario, Seneca, Wayne and Yates.

#### D) COMPOSITION

Representation required under WIOA Sec. 107(b)(2).

1. Election of a Chairperson, who shall be a business representative;
2. A majority of the members must be business representatives;
3. 20% of the members must be workforce representatives (which must include two organized labor representatives and one apprenticeship representative; and may include representatives from Community Based Organizations and organizations with experience serving youth);
4. One Title III Wagner -Peysner representative;
5. One Title II Adult Education and Literacy representative;
6. One Higher Education representative;
7. One Economic and Community development representative; and
8. One Title IV Vocational Rehabilitation representative.
9. CEO or designee from each county

All members shall be nominated and appointed in conformance with WIOA Sec. 107(b) (1) and (2).

Members may represent more than one constituency.

#### E) Participation Expectation:

Acceptance of an appointment to membership on the Board carries with it a commitment to fulfill definite responsibilities. The successful operation of the Finger Lakes Workforce Investment

Board, Inc. to meet the mandates of the law, the purpose of the Board, and the needs in the region is dependent upon the active participation of each Board member to the fullest extent possible. All Board members must participate in at least one committee. Unless each Board member is willing and able to participate actively in Board activities, consideration should be given to step aside to allow another appointee to actively fill the position.

F) Committee Members:

To allow for expertise on all standing and ad hoc committees, non-Board members shall serve on committees as defined in Section VI.

2. TERM OF OFFICE:

A) Length of Term of Office:

Voting members shall be appointed for terms of three (3) years and may serve until their successors are appointed. All terms of office shall be considered to end on June 30th of each year and terms shall be staggered. Members who desire to be reappointed may be considered for appointment if the Executive Committee provides written endorsement to the respective legislative body(s) and if the members meet the qualifications as a member. In this case and with the approval of the County, additional nominations will not be solicited and the member may be reappointed.

B) Attendance:

Each voting member shall be expected to attend the regularly scheduled Board meetings and the regularly scheduled committee meetings of which s/he is a member. After a third consecutive unexcused absence from a Board meeting, the Chairperson will send a letter to the respective County/Chief Elected Official (CEO) for private sector members and the Board for at-large members requesting replacement of the delinquent member.

C) Resignation:

Any member may resign at any time by giving written notice to the Chairperson who will then notify the respective County and the Board. Members are requested to provide thirty (30) days written notice. In the event that a member does not provide written notice, the Board Chairperson shall provide notice to the member that it is assumed that they have tendered their resignation.

3. VACANCIES:

In the event a member resigns or is removed from the Board, or ceases to hold a leadership and/or decision making position within the sector s/he represents, a new member shall be appointed by the respective County(s) in the same manner as an original appointment. Wherever possible, vacancies shall be filled within sixty (60) days of the resignation, expiration of term, removal, or loss of leadership and/or decision making positions in the same manner as original appointments. Persons to fill seats vacated by members whose terms are not expired shall serve until the end of the term to which s/he was appointed.

4. COMPENSATION:

Members shall serve without compensation provided, however, nothing in this section shall prohibit reimbursement of a member for reasonable expenses incurred during the course of Board activities as approved by the Board and subject to the availability of funds in the Board budget.

**ARTICLE IV - MEETINGS**

1. RULES OF ORDER:

All proceedings of the Board and its committees shall be governed by parliamentary procedure using the current edition of Roberts Rules of Order.

2. MEETING SCHEDULE:

- A) The Board will meet a minimum of four (4) times during the fiscal year in an established place accessible to the public and at a time and place designated by the Chairperson. The Chairperson may cancel such meetings, if there is no business to be conducted.
- B) Special meetings of the Board may be called at any time by the Chairperson of the Board or on the written request of no less than 20% of the membership of the Board at the time the request is made.
- C) An annual meeting shall be held each year. At this meeting the Board shall elect its officers, the Board Chairperson shall present the Annual Report, and a meeting schedule shall be established for the year.

3. PUBLIC COMMENT:

- A) Participation in the meeting by any individual, except voting and ex-officio members, shall be at the discretion of the Chairperson. Any member of the public desiring to so participate shall notify the Chairperson before the meeting of the subject s/he wishes to address and shall be limited to a three (3) minute presentation, unless granted leave by the Chairperson to extend it.
- B) Visitors will be allowed to speak at Board meetings only at a specific time set by the agenda.
- C) Board members may ask questions of the visitor after the completion of his or her statement.
- D) Seating shall be provided for visitors in areas other than at the Board table unless the Chairperson deems otherwise.

4. QUORUM:

At all meetings of the Board, a majority of its membership (51%) shall constitute a quorum required to transact business. Business conducted when a quorum is not present shall be conducted as a Committee of the Whole.

5. NOTICE OF MEETINGS:

Notice of the time, place and purpose of any regular meeting of the Board shall be served upon each member either personally or by mail or telephone, not less than five (5) working days before such meeting. Notice of special meetings shall be served in the manner described above, no less than three (3) working days before such meeting. Prior meeting notice of three (3) working days may be waived by majority approval of the Executive Committee.

6. CONSENT AGENDA VOTING PROCESS:

The Board will use a Consent Agenda Voting Process during all Board meetings. This will allow for the Board to work on visioning and planning, while committees do the work of the Board assigned goals. The Board Agenda format is divided into three sections as follows:

SECTION 1: New Business

Allows for time for new issues or trends to be discussed with possible Board follow-up.

SECTION 2: Old Business

Routine Board business taken care of through consent agenda. Board approves and votes are taken on committee and Executive Committee recommendations. This consent agenda allows the Board to take one up or down vote on all items on the consent agenda.

SECTION 3: Board Education and Development

This section is designed to educate and inform Board members on substantive local workforce issues. Presentations are scheduled and members are notified in advance.

7. PUBLIC NOTICE OF MEETINGS:

All meetings of the Board at which its business will be conducted shall be held at a time and in a place accessible to the public. Public notice shall be given prior to all meetings of the Board. The official locations for posting of public notices shall be the Board Office and offices of the Clerks of the respective County legislative bodies.

8. VOTE:

- A) Each member of the Board shall have the unassignable right to vote on matters coming before the Board at regular and/or specially scheduled meetings. Voting by an alternate/designee is not permitted.
- B) At no time shall a Board member exercise more than one vote on any matter.
- C) Voting shall be done by a show of hands unless the Chairperson deems that a roll call vote is appropriate. The vote shall be counted and abstentions duly noted.

9. CONFLICTS OF INTEREST:

The members shall avoid conflicts of interest by observing the following requirements:

A) Financial Interest:

Pursuant to Section 107 of the Workforce Innovation and Opportunity Act, Conflict of Interest, no member of the local Board may vote on a matter under consideration by the local Board:

- 1) Regard the provision of services by such member (or by an entity that such member represents); or
- 2) That would provide direct financial benefit to such member or the immediate family of such member;
- 3) Also, no member shall engage in any other activity determined by the Governor to constitute a Conflict of Interest as specified in the State Plan.

Also See Code of Ethics

B) Non-Financial Interest:

Employees of non-profit organizations may participate in the process leading to an award of a contract to their organization. Each employee shall disclose his or her status to the Board and exercise his or her discretion as to participation in discussion and voting regarding matters pertaining to their organization by the Board. Any question as to a potential conflict of interest shall be decided by a majority vote of the Board.

**ARTICLE V – Officers/Operating Employees**

1. Officers shall consist of the Chairperson and two Vice Chairpersons. These officers shall have the following duties:

A) Chairperson:

The Chairperson shall be elected from among the private sector members of the Board in accordance with

the Workforce Innovation and Opportunity Act. The Chairperson shall preside at meetings of the Board and Executive Committee. S/he shall appoint the Chairpersons and members of all committees and be an ex-officio member of all other committees. S/he is the designated spokesperson for the Board.

B) Vice Chairpersons:

In the absence of the Chairperson, or in the event of his/her inability to act, or if that office is temporarily vacant, the Vice Public or Private Chairperson shall exercise all the powers and perform all the duties of the Chairperson. The Vice Public or Private Chairperson shall have such additional powers and perform such other duties as may be assigned to him/ her from time to time by the Chairperson. One Vice Chairperson may be from the public/at-large sector, with the exception that, in the event a Vice Chairperson permanently replaces the Chairperson that Vice Chairperson must be from the private sector. It is expected that the private sector Vice Chairperson will ascend to Chairperson upon the resignation of the Chairperson.

C) Secretary/Treasurer:

The Secretary/Treasurer shall monitor the controls, receipt and custody of all assets of the Board; shall monitor the disbursements as authorized by the Finance and Executive Committees, shall report the receipt, use and disbursements of all assets to the Board, and shall exercise the powers and perform such duties usually incidental to the office of Secretary/Treasurer.

2. Term of Office:

Each officer shall be elected by the Board to a one (1) year term. There shall be no limit on the number of terms an individual can serve in one office.

3. Operating Employees

- A) The Corporation may select and employ such full or part time employees (Operating Employees) as may from time to time be deemed necessary and appropriate. Such employees as so selected and employed shall have such duties, powers and responsibilities as may from time to time be designated in writing. The Operating Employees may, but need not, include the following: Executive Director, one or more Administrative Assistants, Accounting Specialists, Program Service Specialists and such other and further Operating Employees as may be authorized by the Executive Committee.
- B) The terms of employment, compensation and job duties and responsibilities of the Executive Director shall be fixed and determined in writing by the Executive Committee. The terms of employment, compensation and job duties and responsibilities of the remaining Operating Employees shall be fixed and determined by the Executive Director. Compensation shall be consistent with the operating budget approved and adopted by the corporation unless otherwise approved by the Executive Committee.
- C) All Operating Employees shall report to the Executive Director who shall report to the Executive Committee.
- D) In accordance with the Federal Hatch Act, no full or part time employees may hold any elected executive office.
- E) The Executive Director or Executive Committee may remove any Operating Employee at any time for any cause.
- F) All employees shall receive the Personnel Policy Manual upon hire.

## **ARTICLE VI - COMMITTEES**

1. STANDING COMMITTEES:

Standing Committees are established on a permanent basis and will meet regularly in an accessible location at a time and place designated by each Committee Chairperson. Chairpersons of committees, excluding the Executive Committee, may be from the private or public sector. In appointing members to committees, there shall be due regard for proportionate representation from each County's private sector members. These committees shall be known as:



A) Executive Committee:

- 1) Shall consist of at least a minimum of five (5) members including the Board Chairperson and Vice Chairperson(s). The Committee shall be representative of the whole Board, with a majority representing the private sector. Committee Chairs are expected to serve on the Executive Committee.
- 2) Meets on a frequent basis to insure coordination and continuity of the business of the Board.
- 3) Recommends overall direction in collaboration with Board Committees and individual Board members and/or committees, identifies major legislative/policy issues and develops Board positions, and provides program oversight. Establishes Board meeting agenda in concurrence with Committee Chairs.
- 4) Identifies local performance standards with State Department of Labor and with local service providers.
- 5) Reviews performance standards of providers and One Stop Operators to assure compliance.
- 6) Monitors the Customer Satisfaction System and recommends quality improvements to the providers and system partners.

B) Governance and Membership Committee:

The purpose of the Governance and Membership Committee shall be to recruit and train new Board members, develop a Slate of Officers annually, and review and recommend changes in the By-Laws as appropriate.

The responsibilities of the Governance and Membership Committee shall be:

- 1) Review By-Laws for appropriate changes.
- 2) Recruit new Board and Committee members.
- 3) Provide orientation for new Board members.
- 4) Present annual Slate of Officers to the Board.
- 5) Keep members abreast of attendance and other membership requirements and responsibilities.
- 6) Develop work plans to achieve Board assigned goals and measures.
- 7) Report to the Board periodically on progress of work plans.

C) Finance and Audit Committee:

The Finance and Budget Committee shall develop the annual budget for the Board, and, insure the development and implementation of an integrated operator/partner budget to finance the One Stop System, and develop submission for Board and One Stop to Local Chief Elected Officials (LCEO) for support and approval; develop strategies to close the gap between funds needed to support Board work and funds available from normal funding streams. The Committee shall be composed of a representative group of the full Board and possess the skills necessary to carry out the functions of the Committee which are as follows:

- 1) Prepare and recommend the WIB Operating Budget to the full Board;
- 2) Recommend allocation of WIOA funds to One Stop Operators after review of each proposed budget;
- 3) Review all financial reports/documents as needed;
- 4) Establish, enforce, and review all financial policies;
- 5) May request additional information and reports from One Stop Operators on an as-needed basis;
- 6) Work with the Executive Director to secure additional grants and funds for the Workforce Development System and Board (i.e.:) private donations, fee for service strategies and foundation grants;
- 7) Review federal and local funding streams;
- 8) Innovations to develop new funding streams;

- 9) Staff planning for funding and incremental needs;
- 10) Develop work plans to achieve board assigned goals and measures;
- 11) Report to the Board periodically on progress of work plans.

D) Marketing and Communications Committee:

The Marketing and Communications Committee shall be composed of a representative group from the full Board and possess the skills necessary to carry out the functions of the Committee. The purpose of the Marketing and Communications Committee will be to develop and implement a marketing strategy that will expand community-wide awareness and support of workforce development issues, policies and initiatives. The goal of this Committee is to develop and maintain a high quality organizational image through communication with stakeholders and the broader community. Functions and responsibilities shall include:

- 1) Develop and implement an Employer Focused Marketing Strategy to engage the community in a common vision for economic prosperity.
- 2) Develop relations with media outlets, i.e.: T.V., news print, and local magazines.
- 3) Develop a Speakers Bureau to take the Board's messages and work to the public.
- 4) Develop a Board website.
- 5) Develop work plans to achieve Board assigned goals and measures.
- 6) Report to the Board periodically on progress of work plans.

E) One Stop Operator Consortium Committee:

The One Stop Operator Consortium Committee shall consist of the nine (9) member Consortium appointed by the Board. The purpose of this committee is to oversee the management, development and continuous improvement of the One Stop System, ensuring that the policies of the Board relating to the system are implemented. The responsibilities are:

1. Act as the One Stop System's Board of Directors.
2. Deliver the agreed upon system measures to the Board.
3. Provide for a continuous improvement evaluation and process to ensure Chartering Criteria are met and improved upon.
4. Oversee the Business Plan elements, Chartering Criteria and Partner MOU elements as agreed to with the Board.
5. Hire and manage a site manager for each site.
6. Develop a plan to expand partner participation.
7. Provide for a sustainable operating budget that includes all partners.

F) Youth Committee:

The purpose of the Youth Committee is to help plan for and oversee workforce development youth activities and services for youth ages 16 to 24, and to recommend providers of youth services and activities to be awarded by the Board through a bid process.

The responsibilities of the Youth Committee are to:

- 1) Developing the portions of the local Plan relating to eligible youth.
- 2) Create a Strategic Plan with goals that align with the Board's goals.
- 3) Develop and implement in-school and out-of-school youth programs.
- 4) Develop a Request for Proposal (RFP) process to choose and recommend service providers for youth services. The RFP process should align Youth Committee goals with outcomes requested of potential providers.
- 5) Link youth programs and the One-Stop Career Centers.
- 6) Coordinate youth strategies of the Youth Committee and education entities for youth.
- 7) Develop work plans to achieve Board assigned goals and measures.
- 8) Report to the Board periodically on progress of work plans

G) Performance, Evaluation and Accountability Committee:

This committee shall consist of five (5) to seven (7) members. The purpose of this committee is to increase accountability by assuring that education and workforce development activities in the region are effective and relevant to current and future needs of employers and to assure that all targeted populations are being served.

The responsibilities of this committee shall be:

- 1) Recommend One Stop Operator to the Board for approval.
- 2) Develop One Stop Operator Chartering criteria.
- 3) Develop performance criteria for one Stop Centers.
- 4) Training Provider Certification.
- 5) Develop an integrated reporting system for One Stop and all public funded Employment and Training Services.
- 6) Assure all target population including but not limited to veterans, individuals with disabilities, disadvantaged adults and dislocated workers are getting the services they need from the Career Centers.
- 7) Review performance measures and customer service indicators to assure meeting expectations.
- 8) May develop additional standards required of the operator(s).
- 9) Develop work plans to achieve Board assigned goals and measures.
- 10) Report to the Board periodically on progress of work plans

H) Economic Development Committee

The purpose of this committee is to discuss the economic and workforce issues impacting businesses and job seekers in the four county region. In addition the committee members provide updates on economic conditions in each county. The members of the committees include the county economic developers, workforce directors and educational providers.

I) Veterans Services Committee

The purpose of this committee is to enhance workforce services to veterans in our four county region. In addition, the committee will develop recruitment strategies to attract more veterans to the Career Center services. The committee will also report to the Performance and Evaluation Committee to better align services at the Centers.

J) AD HOC Committees:

The purpose of Ad Hoc are to form committees around specific issue driven goals and Measures. The committees are to be formed only when needed to accomplish specific work. The committee disbands when the work is completed.

The responsibilities of ad hoc committees are to:

- 1) Develop work plans to achieve Board assigned goals and measures.
- 2) Report to the Board periodically on progress of the work plans.

## **ARTICLE VII – INDEMNIFICATION**

The Counties of Ontario, Wayne, Seneca and Yates accept responsibility for the indemnification of the Finger Lakes Workforce Investment Board, Inc. membership.

## **ARTICLE VIII – FIREWALL**

Pursuant to Section 107 of the Workforce Innovation and Opportunity Act it is understood that the local Board can only operate the One Stop Center or provide these services with the agreement of the Chief Elected

Official(s) and the Governor. In addition, the Board is prohibited from providing direct training services unless a waiver is submitted to, and approved by the Governor. In all cases, it must be documented that there are an insufficient number of providers in the local Area.

#### **ARTICLE IX - MODIFICATION AND AMENDMENTS**

Modification/amendments of these By-Laws shall be by two-thirds (2/3) vote of the Board of the FLWIB at any Board meeting provided notice of the proposed modification/amendments has been given to Board members at least ten (10) days before the meeting.

#### **ARTICLE X – CODE OF ETHICS**

The New York State Department of Labor requires that each Workforce Board have a written Code of Ethics. For the Finger Lakes Workforce Investment Board, Inc., the Code of Ethics is part of the By-Laws, and is included as Attachment A.

#### **ARTICLE X - DISTRIBUTION**

A copy of the most recently adopted By-Laws and amendments thereto shall be distributed to all members of the Board of the FLWIB, within one month after their adoption. New Board members shall receive these By-Laws within one week of their appointment.

#### **MISCELLANEOUS PROVISIONS**

1. The fiscal year of the Finger Lakes Workforce Investment Board, Inc. shall be July 1 through June 30.
2. The official books and records of the Corporation shall be maintained at 41 Lewis Street, Suite 104, Geneva, NY 14456.

ATTACHMENTS

Attachment A**CODE OF ETHICS****Section 1. PURPOSE**

Pursuant to the provisions of General Municipal Law, the Workforce Innovation and Opportunity Act and policies established by the State, the Board recognizes that there are rules of ethical conduct for members which must be observed if public confidence is to be maintained in bodies responsible for public funds. It is the purpose of this resolution to establish the rules of ethical conduct for the members of the Board and these rules shall serve as a guide for official conduct of this Board. This resolution, as adopted, shall not conflict with, but shall be in addition to any prohibition of article eighteen of the General Municipal Law or any other general or special law relating to ethical conduct and interest in contracts for municipal officers and employees.

**Section 2. DEFINITIONS**

The following definitions are set forth for the purposes of this resolution:

- a) "Member" means a member of the Board of Directors of the Finger Lakes Workforce Investment Board, Inc.
- b) "Interest" means a pecuniary or material benefit accruing to a member, unless the context otherwise requires

**Section 3. STANDARDS OF CONDUCT**

Every member of the Board shall be subject to and abide by the following standards of conduct:

- a) **Gifts.** No member shall directly or indirectly solicit any gift, or accept or receive any gift whether in the form of money, services, loan, travel, entertainment, hospitality, thing or promise, or any other form, under circumstances in which it could reasonably be inferred that the gift was intended to influence him or her, or could reasonably be expected to influence him or her in the performance of his or her official duties, or was intended as a reward for any official action on his or her part.
- b) **Confidential Information.** No member shall disclose confidential information acquired by him or her in the course of his or her official duties, or use such information to further his or her personal interest.
- c) **Representation before any Agency for a Contingent Fee.** No member shall receive compensation, or enter into any agreement, expressed or implied, for compensation for services to be rendered in relation to any matter before the Board whereby his or her compensation is to be dependent or contingent upon any action by the Board with respect to such matter.
- d) **Disclosure of Interest.** To the extent that he or she knows thereof, a member who participated in the discussion or gives official opinion to the Board on any matter before the Board shall publicly disclose on the official record the nature and extent of any direct financial benefits to that member.

A member who is an officer, stockholder or employee of any business, firm, corporation or association must fully disclose his or her private interest in any contract authorized by the Board prior to the vote.

Any member subject to Section 800 of General Municipal Law (municipal officers/employees) must, in addition, disclose his or her financial interest in grants and contracts, in writing, to the governing body of the municipality of which he or she is an officer or employee.