

BY-LAWS  
Of  
ALTERNATIVES VENTURE FUND, INC.

Article I: Offices

Section 1. Principal Office: The principal office of the corporation shall be located at 301 West State Street, Ithaca, New York 14850. The corporation may have offices at such other places either within or without the State of New York as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Article II: Tax-exempt Purposes

Section 1. Purposes:

- a. To relieve poverty and lessen the burden of government by creating and saving jobs for low and moderate-income people thereby relieving dissatisfaction arising from the lack of employment opportunities. The corporation will primarily assist low-income individuals (those with an annual income that is 80% or less of the local median income) create viable business enterprises that will create meaningful jobs for primarily lower income individuals;
- b. To provide educational programs for individuals starting a business or other micro enterprise and referral of such individuals to other community resources related to starting and maintaining that business;
- c. To provide an educational program to teach low-income individuals and youth to save by helping participants to invest in assets that build economic security and develop good savings habits;
- d. To provide educational programs designed to teach youth how a business is operated and specifically how a bank or credit union operates;
- e. To relieve poverty, eliminate prejudice, lessen neighborhood tensions, and combat community deterioration in certain economically depressed areas through a program of financial assistance designed to improve economic conditions and economic opportunities in these areas;
- f. To lessen the burdens of government by creating and saving jobs for low and moderate income people and thereby relieve dissatisfaction arising from the lack of employment opportunities;
- g. To provide on-going technical assistance to low-income, unemployed, underemployed, or minority persons who are seeking to save or create meaningful jobs;

h. Especially for the purpose of assisting members of corporate cooperatives, other democratic self-help ventures, micro enterprises and those business sectors traditionally not served or underserved by existing financial institutions to develop financial mechanisms desired to meet the unique financing needs required by those groups;

i. To conduct seminars, workshops, and other educational events and activities designed to teach to workers, community leaders, government officials, and others of the general public engaged in economic development activities, the financial and management skills for operating micro enterprises and other business activities traditionally not served or underserved by existing financial institutions.

j. To make an provide loans, mortgages, grants and other debt or equity financing to work with cooperative members, to work with cooperatives, to micro enterprises and other similar entities which are either not served or underserved by the existing financial institutions, and in furtherance of the corporation's charitable, educational and scientific purposes;

Section 2: Limitations: No part of the net earnings of the corporation shall inure to benefit of, of be distributed to, its directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes previously set forth.

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.

Upon liquidation, dissolution, termination, or winding up of the corporation whether voluntary, involuntary or by operation of law, the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to such one or more charitable, educational or scientific institutions or organizations selected the corporation by the affirmative vote of two-thirds of the Board of Directors and in such proportions and such manner as may be determined by such vote. Such one or more institutions or organizations shall at the time qualify as exempt organizations under section 501(a)(3) of the Internal Revenue Code as the same now exists or as it may hereafter be amended.

Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carries on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may hereafter be amended.

### Article III: Members

Section 1: The corporation shall have no members, but shall instead governed solely by the Board of Directors.

## Article IV: Board of Directors

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Term, and Qualifications: The number of directors constituting the Board of Directors shall be no more than nine and no less than three. Regular terms of office for directors shall be three years; provided, however, that the regular terms shall be so fixed at the beginning or upon any increase or decrease in the number of directors so that approximately an equal number of regular terms shall expire at each annual meeting. The Board of Directors shall determine at the annual meeting the number of directors to constitute the board during the following year.

Section 3. Election of Directors: Directors shall be elected by the sitting Board of Directors of the corporation at each annual meeting.

Section 4. Removal: Any director may be removed at any time with or without cause by a vote of  $\frac{3}{4}$  of the Board of Directors including the vote of the director whose removal is sought. If any directors are so removed new directors shall be appointed by the Board of Directors of the corporation and these new appointees shall take office immediately.

Section 5. Vacancies: Any vacancy occurring during the term of a member of the Board of Directors may be filled by the election of a new director by the balance of the Board of Directors of the corporation.

Section 6. Chairperson of the Board: There may be a Chairperson of the Board of Directors elected by the directors from their number at any meeting of the Board. The Chairperson shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 7. Compensation: No compensation shall be paid to directors, as such, for their services, but by resolution of the board, a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director serving the corporation in any other capacity and receiving compensation therefor.

Section 8. Composition of the Board: The Board of Directors shall include a member representing a group or groups enumerated in Article II, Section 3 of the By-Laws. The Board of Directors shall at all times elect and include the manager of Alternatives Federal Credit Union or a person designated by the manager.

## Article V: Meetings of Directors

Section 1. Annual Meeting: The annual meeting of the Board of Directors shall be held at 1 o'clock P.M. on the third Wednesday in January of each year or at such other date and time as the Board of Directors may designate for the transaction of such business as may be properly brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Regular Meetings: In addition to the annual meeting of the Board of Directors, the Board of Directors may provide, by resolution, the time and the place, either within or without the State of New York, for holding of additional regular meetings.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. Such a meeting may be held either within or without the State of New York at such place designated by the President of the corporation or by the Chairperson if one is elected.

Section 4. Notice of Meetings: Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 5. Waiver of Notice: Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum: A majority of the current Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting: Except as otherwise provided in these by-laws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Presumption of Assent: A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. Informal Action by Directors: Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

## Article VI: Executive Committee

Section 1. Creation: The Board of Directors, by resolution adopted by a majority of the number of directors fixed in these by-laws, may designate two or more directors to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors in the management of the corporation, subject to the provisions of New York Not-For-Profit Corporation Law as the same now exists or may hereafter be amended.

Section 2. Vacancy: Any vacancy occurring in an Executive Committee may be removed at any time with or without cause by a majority of the number of directors fixed by these by-laws.

Section 3. Removal: Any member of an Executive Committee may be removed at any time with or without cause by a majority of the number of directors fixed by these by-laws.

Section 4. Minutes: The Executive Committee shall keep regular minutes of its proceedings and send copies of those minutes to all Board members.

Section 5. Responsibility of Directors: The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

If action is taken by an Executive Committee is not thereafter formally considered by the Board, a director may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

## Article VII. Officers

Section 1. Officers of the Corporation: The officers of the corporation shall consist of a President, a Secretary, a Treasurer and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except no one person may serve as both President and Secretary.

Section 2. Election and Term: The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting.

Section 3. Compensation of Officers: The salaries of the officers shall be fixed from time to time by the directors and no officer shall be prevented from receiving such salary by reason of the fact the he or she is also a director of the corporation.

Section 4. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the board whenever in its judgment the best interests of the corporation will be served hereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Bonds: The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 6. President: The President, shall be the principal executive office of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the day to day business and affairs of the corporation. He or she shall sign, along with the secretary of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other office or agent of the corporation, or shall be required by law to be otherwise signed or

executed; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. \_\_\_

Section 7. Secretary: The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees in one or more books provided for that purpose and provide promptly copies of such minutes to all Board members; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; 9c0 by custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President of the Board of Directors.

Section 8. Treasurer: The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of these by-laws; (b) prepare, or cause to be prepared, a true statement of the corporation's revenues and expenditures, and its assets and liabilities at least quarterly, all in reasonable detail, which statement shall be made and filed at the corporation's principal place of business in the State of New York and thereat kept available for a period of at least ten years; (c) prepare at least quarterly a summary of the corporation's loans and investments; and (d) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors, or by these by-laws.

#### Article VIII: Contracts, Loans, Checks and Deposit

Section 1. Contracts: The Board of Directors may authorize a specific officer or officers, agent or agents, to enter into a contract or to execute and deliver any instrument in the name of an on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No Loans shall be contracted on behalf of the corporation and no evidences 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 and Drafts: All checks, drafts or other orders for payment of money, issued in the name of the corporation, shall be signed by such officer or officers, determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit o the corporation in such depositories as the Board of Directors may select.

#### Article IX: Seal

The directors shall provide a corporate seal with shall be circular in form and shall have inscribed thereon the name of the corporation, year of incorporation and the words, "Corporate Seal."

Article X: Waiver of Notice

Whenever any notice is required to be given to any director by law, by the charter or by these by-laws, 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 equivalent to the giving of such notice.

Article XI. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year.

Article XII. Amendments

Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors, provided that written notice that by-laws are to be reviewed has been mailed to directors at least 10 days prior to such meeting. No amendment that would defeat the 501(c)(3) status of the corporation shall be adopted by the Board of Directors without the unanimous consent of the Board of Directors.

The Board of Directors shall have no power to adopt a by-law providing for the management of the corporation to decrease in the number of directors to less than three.

Approved by an affirmative vote of the majority this the \_\_\_\_ day of June, 1999.

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WILLIAM MYERS, PRESIDENT

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LENI HOCHMAN, SECRETARY