



# BY-LAWS of QSAC, INC.

(the “Corporation” or “QSAC” or  
“Quality Services for the Autism Community”)

Revised March 22, 2018

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# **BY-LAWS of QSAC, INC.**

## **(the “Corporation” or “QSAC” or “Quality Services for the Autism Community”)**

Revised March 22, 2018

### **Article I: Purpose & Authority**

#### **Section 1. Mission Statement**

QSAC is a New York City and Long Island based nonprofit that supports children and adults with autism spectrum disorders (ASD), together with their families, in achieving greater independence, realizing their future potential, and contributing to their communities in a meaningful way by offering person-centered services. QSAC pursues this mission through direct services that provide a supportive and individualized setting for children and adults with autism to improve their communication, socialization, academic, and functional skills.

#### **Section 2. Mission**

QSAC’s mission is:

- a) To support individuals with autism spectrum disorders in achieving greater independence and realizing their full potential;
- b) To develop and provide educational, occupational, residential and recreational programs and services to meet the needs of persons with autism spectrum disorders of all ages;
- c) To enhance the quality of life and promote the general welfare of persons with autism spectrum disorders at home, in the community, in public and private schools, and in residential facilities;
- d) To establish, operate, and maintain preschool and school age programs for children with autism and other developmental disabilities;
- e) To develop specialized programming and supports to serve seniors with autism spectrum disorders;
- f) To identify and create opportunities for community participation and inclusion, social interaction, employment, cultural and artistic pursuits, recreational and leisure activities, and other meaningful pursuits, taking into consideration individual abilities and interests of persons with autism spectrum disorders of all ages;
- g) To develop person-centered programming to support the development of prevocational and vocational skills among transition age students and adults with autism spectrum disorders and to support opportunities leading to employment;
- h) To further the advancement of research, therapy, care and cure of persons with autism spectrum disorders;

- i) To provide a better public understanding of and broad public support for the needs of people with autism spectrum disorders;
- j) To encourage, advise, and aid parents, individually and in groups, in supporting their children with autism spectrum disorders and their family, and to coordinate their efforts and activities;
- k) To further the education and training of parents and professionals in meeting the needs of persons with autism spectrum disorders;
- l) To serve as a resource and knowledge center for families and community leaders regarding autism spectrum disorders and the evolving needs of individuals with an autism spectrum disorder;
- m) To solicit and receive contributions and funds for the accomplishment of the above purposes;
- n) To contract and otherwise deal with federal, state, county, and local agencies and departments, and with other parties in furtherance of the foregoing purposes;
- o) To acquire by gift, bequest, purchases, lease or otherwise, and to hold, sell, lease or otherwise dispose of real and personal property for its corporate purposes and the exercise of its corporate powers, subject to the Non-Profit Corporation Law and the Corporation's Certificate of Incorporation as amended;
- p) To construct, repair, renovate and otherwise deal with buildings for the foregoing purposes; and
- q) To do any other act or thing incidental to or connected with the foregoing purposes, to have in furtherance of its not-for-profit corporate purposes all of the powers conferred upon corporations organized under the Non-Profit Corporation Law subject to any limitation thereof contained in QSAC's Certificate of Incorporation or in the laws of the State of New York.

### **Section 3. Membership**

The Corporation shall have no members.

## **Article II: Board of Directors**

### **Section 1. Powers and Number**

The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation.

The number of Directors constituting the entire Board shall be no more than twenty-five (25), but in no event shall the entire Board consist of less than three (3) directors. A majority of the Board shall be parents, guardians or family members of a person with an autism spectrum disorder, and the majority of these, to the extent reasonable as determined by the Board, shall be connected to recipients of QSAC services. Family members shall be defined as family by blood, marriage, legal sharing of household, or adoption. Each director shall be at least

twenty-one (21) years of age. Each director shall agree to abide by such member requirements as the Board may direct.

### **Section 3. Removal**

Any director may be removed for sufficient cause by a two-thirds (2/3) vote of the entire Board at a meeting of the Board, provided that at least one month's notice of the proposed action shall have been given to the entire Board of Directors then in office.

A director who misses two (2) consecutive meetings, or who fails to meet the Minimum Annual Give/Get Requirement (defined in Exhibit B), or is consistently unruly or aggressive at Board meetings, will be referred to the Executive Committee for review. The Executive Committee will meet with such referred director and discuss the cause for referral. The Executive Committee will deliberate as to the cause for the referral and the director's explanation for such cause and the Executive Committee will then vote to refer the Director to the entire Board for suspension or not. The referred director may avoid suspension after a discussion with the Executive Committee, if the Executive Committee votes not to refer the director to the entire Board for a vote on their suspension.

Suspension and reinstatement requires at least 2/3 vote of a quorum at a duly called meeting of the Board. A director will lose their voting rights for the duration of their suspension.

### **Section 4. Resignation**

Any director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Secretary of the Board. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a director.

### **Section 5. Vacancies and Newly Created Directorships**

Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause shall be filled according to the Nominating Committee Procedures.

### **Section 6. Meetings**

Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix. The annual meeting of the Board shall be held in June of each year or such other time as determined by the Board at a time and place fixed by the Board ("Annual Meeting").

The agenda shall include the elections of the Board and the Officers (if the election cycle is due) and presentation of check authorization procedures and operating budget. Other regular

meetings of the Board shall be held no less than five (5) times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, the Chairperson of the Board, the Executive Committee, the Executive Director or a Board committee. Special meetings must be held within the five boroughs of New York City or by phone or videoconference.

Unless otherwise restricted by the Corporation's certificate of incorporation or these By-Laws, any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent to the adoption of a resolution authorizing the action. Such consent may be written (including facsimile) or electronic, so long as the electronic consent is 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 Directors shall be filed with the minutes of the proceedings of the Board.

### **Section 7. Notice of meetings**

Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken shall be mailed, e-mailed or other common communication method to each director, addressed to him or her at his or her residence or usual place of business, at least seven calendar days before the day on which the meeting is to be held, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given personally, by telephone or e-mail no less than twenty-four hours before the time at which such meeting is to be held except in emergency situations, which may require the board to meet on shorter notice.

Notice of a meeting of the Board 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, either prior to or at the commencement of such meeting, the lack of notice to him or her. 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 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.

### **Section 8. Quorum**

A majority of the entire Board shall constitute a quorum for the transaction of business at all meetings. Any one or more members of the Board may participate at any meeting of the Board by means of a telephone call or video call arranged with the Executive Director's office a minimum of 4 hours prior to the meeting start time.

### **Section 9. Action by the Board (Voting).**

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone, video or similar communications equipment by means of which 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 (or committee). Participation by such means shall constitute presence in person at a meeting. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Directors participating at the time of the vote, if a Quorum is present at such time, shall be the act of the Board.

In the event that an unforeseen, time sensitive issue arises that requires the immediate action of the Board of Directors, the Executive Director shall be entrusted with the responsibility of contacting the Chairperson by e-mail or phone, and the Chairperson will decide upon the urgency of the issue and will convene if necessary a meeting of the Executive Committee, pursuant to Article 4, Section 2.

### **Section 10. Compensation**

No compensation shall be paid to the Board of Directors; however, reasonable reimbursement of expenses incurred on behalf of the organization may be paid upon vote of the Board.

### **Section 11. Honorary Members**

The Board by a simple majority may appoint individuals to serve as honorary members of the Board of Directors. These individuals shall participate in Board discussions but shall not have a vote.

### **Section 12. Conflict of Interest**

QSAC adheres to the tenets of the Nonprofit Revitalization Act of 2013, as amended by Chapter 466 of the Laws of New York of 2016, and has developed a policy to reflect the letter and spirit of the act. See Exhibit C.

## **Article III: Officers, Employees and Agents**

### **Section 1. Officers**

The officers of the Corporation shall be a Chairperson, two (2) Vice Chairpersons, Secretary, Treasurer and any such officers as the Board of Directors may from time to time appoint. No Board member shall be elected as an officer of the Corporation without having first served as a director for at least one year prior to the election. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. No employee of the Corporation shall serve as Chairperson, unless the Board approves such employee serving as Chairperson by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval; provided, however, that no such employee shall be considered an

Independent Director. The First Vice-Chairperson will be the individual who receives the most votes for Vice-Chairperson and the Second Vice Chairperson will be the runner-up in the election for First and Second Vice-Chairperson. In the event the First Vice-Chair position becomes vacant, the Second Vice-Chair will assume the position of First Vice-Chair, and the Second Vice-Chair position will remain vacant, until the end of the current term at which point a new election for Vice-Chairs will be held.

## **Section 2. Other Agents and Employees**

The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the full extent allowed by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

## **Section 3. Election, Term of Office and Removal**

The officers of the Corporation shall be elected by a majority vote of the Directors present at the Annual Meeting of the Board, for a three year term commencing on the first day of the month following the election, and each shall continue in office until his or her successor has been elected and qualified, or until his or her death, resignation or removal. One person may hold, and perform the duties of, more than one office, provided that the same person may not hold the same offices as Chairperson and secretary. All officers shall be subject to the supervision and direction of the Board. Any officer, or agent of the Corporation may be removed with cause by a vote of the majority of the entire Board of Directors.

## **Section 4. Vacancies**

In case of any vacancy in any office, a successor to fill the unexpired portion of the term will be appointed by the executive committee to serve until an election can be held at the next Annual Meeting.

## **Section 5. Chairperson: Powers and Duties**

The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall have general supervision over the affairs of the Corporation and shall inform and update the Executive Committee of issues as they arise or unfold. The Chairperson shall keep the Board of Directors fully informed about the activities of the Corporation. The Chairperson shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board. The Chairperson shall perform all the duties incident to the office of the Chairperson and shall perform such other duties as from time to time may be



assigned by the Board of Directors. The Chairperson is an ex-officio member of all committees except the Nominating Committee.

### **Section 6. Vice-Chairperson: Powers and Duties**

The Vice-Chairpersons shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the Chairperson, a vice-Chairperson shall perform the duties of the Chairperson.

### **Section 7. Secretary: Powers and Duties of the Secretary**

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in books provided for that purpose. The Secretary shall be responsible for the giving and serving of all notices of the Corporation, and shall perform all the duties customarily incident to the office of secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

### **Section 8. Treasurer: Powers and Duties.**

The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the Annual Meeting and whenever else required by the Board of Directors, the treasurer shall render or cause to be rendered a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any director of the Corporation, and shall perform all duties incident to the position of treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine. The treasurer shall be an ex-officio member of the Finance Committee.

## **Article IV: Committees**

### **Section 1. Committees of the Board**

Standing committees of the Board shall include but not be limited to the Executive, Finance/Corporate Compliance, Audit, Nominating, Fundraising, Human Resources, Managed Care and the individual program committees (Education Services, Adult Day/Residential and In-home Services). The Board of Directors may establish and appoint ad hoc committees (e.g., DISCO, By-laws, etc.). The Chairperson of the Board of Directors shall appoint the chairperson of each committee from amongst Directors who volunteer. Each committee so appointed shall consist of three or more Directors and shall have only the powers specifically delegated to them by the Board of Directors. A Director must serve on at least one committee. Each Director shall

advise the Chairperson of which committees he or she would like to serve on. Each committee shall report its recommendations to the full Board of Directors for action. A staff liaison shall be appointed by the Executive Director to each committee. Committees may invite individuals with a particular expertise or interest to participate as guests at committee meetings, but shall notify the Board Chairperson and CEO of the invitation and shall obtain the consent of the staff liaison to the Committee prior to the meeting. Should a conflict arise between the Committee and staff liaison, the invitation shall be referred to the Board Chairperson and CEO for review and a decision regarding the invited guest(s). Guests attending meetings will not have a vote should any votes arise during the meetings.

NO COMMITTEE OF THE BOARD, EXCEPT FOR THE EXECUTIVE COMMITTEE, MAY BIND THE BOARD; EACH COMMITTEE, EXCEPT THE EXECUTIVE COMMITTEE, IS ADVISORY AND MAY ONLY REPORT AND MAKE RECOMMENDATIONS TO THE BOARD. THE EXECUTIVE COMMITTEE, HOWEVER, MAY BIND THE BOARD. Notwithstanding anything to the contrary, no committee is authorized to amend or repeal any resolution of the Board of Directors which, by its terms, shall not be so amendable or repealable, to elect or remove officers and Directors, to fix compensation of the Directors serving on the Board or any committee, to approve a merger or plan of dissolution, to adopt a resolution recommending sale of all or substantially all of the assets of a Corporation, or to approve amendments to the certificate of incorporation or Bylaws of the Corporation. Pursuant to Article III Section 3, the Executive Committee may appoint a successor to fill the unexpired term of a departed officer until election by the Board of Directors at the next Annual Meeting.

### **Section 2. Executive Committee**

The Executive Committee consists of the Board officers and the immediate past Chairperson, who, if currently elected as a Director, shall serve for a term of one year. The Executive Committee exercises all powers of the Board of Directors during intervals between meetings of the Board of Directors. All acts of the Executive Committee shall be reported to the Board no later than at its next succeeding meeting and shall be subject to ratification, revocation or alteration by the Board. If no meeting of the Board is planned within thirty (30) days, the Executive Committee action shall be reported to the Board of Directors in writing/e-mail for approval by the Board of Directors. The Executive Committee shall meet at the request of the Chairperson or two members of the committee. Members of the Executive Committee shall be given seven days' notice, in writing or by telephone, of any meeting, unless deemed urgent by the Chairperson.

### **Section 3. The Finance and Corporate Compliance Committee**

The Finance and Corporate Compliance committee shall review all business, administrative and operational policies of the Corporation to ensure that adequate controls are present, that accounting manual procedures are being followed. The committee will verify through communication both written and in person with key finance staff, including QSAC's chief financial officer (CFO), that the Board of Directors is discharging its fiduciary responsibilities. In

addition, the committee has the responsibility to review and ensure that QSAC's is in compliance with its corporate compliance manual through review of requested reports and through presentations by relevant staff members, including the chief corporate compliance officers. The committee will make appropriate recommendations to the Board of Directors and the Executive Director. The Finance and Corporate Compliance Committee shall examine, as often as it deems necessary, the records of the fiscal department and recommend to the board the budget of the Corporation. The Finance and Corporate Compliance Committee shall approve the use of Corporation funds as defined by the Finance and Corporate Compliance Committee's protocol governing Board of Directors oversight, authorize and approve the investment and reinvestment of funds by the Corporation, including but not limited to the purchase and sale of stocks, bonds, etc., mortgages and other investments. The Treasurer shall be an ex-officio member of the Finance and Corporate Compliance Committee. On at least an annual basis, the Corporate Compliance Officer (CCO) shall report to the Finance and Corporate Compliance Committee and the Board of Directors any and all findings related to corporate compliance management.

#### **Section 4. Nominating Committee**

The function of the Nominating Committee is to identify and recommend qualified candidates for election to the Board of Directors. The Nominating Committee also recommends the officers that the Board of Directors will vote to approve. The Nominating Committee is composed, minimally, of three (3) members of the Board of Directors. The Chair of the Nominating Committee is appointed by the Chairperson. All work performed by the nominating committee will be aligned with the mission and purpose of QSAC, and in accordance with the QSAC bylaws and the procedures listed in Exhibit A.

The Nominating Committee must review information from the Audit Committee regarding possible conflicts of interest before a candidate is recommended for election to the Board, and disclose possible conflicts of interest to the Board before a vote is taken.

#### **Section 5: Audit Committee**

The Audit Committee shall be comprised of Independent Directors who shall: (i) be responsible for filing annually an independent certified public accountant's audit report with the Attorney General of the State of New York; (ii) oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements; (iii) annually retain or renew the retention of 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; and (iv) oversee the compliance with the Conflict of Interest policy and Whistleblower policy adopted by the Corporation. In any year in which the prior fiscal year's annual revenue was greater than \$1 million or in which the Audit Committee reasonably expects that fiscal year's annual revenue to exceed \$1 million, the Audit Committee shall also: (i) review and discuss with the independent auditor the scope and planning of the audit prior to the audit's commencement; (ii) review and discuss with the independent auditor - (a) any material risks and

weaknesses in the internal controls identified by the auditor - (b) any restrictions on the scope of the auditor's activities or access to requested information - (c) any significant disagreements between the auditor and management -- and (d) the adequacy of the Corporation's accounting and financial reporting processes; (iv) annually consider the performance and independence of the independent auditor; and (v) report the Audit Committee's activities to the Board of Directors.

An Independent Director means a Director who: (i) is not, and has not been within the last three years, an employee of the Corporation or an affiliate of the Corporation, and does not have a relative who is, or has been within the last three years, a Key Person (as defined in the Conflict of Interest policy) 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 in direct compensation from the Corporation or an affiliate of the Corporation (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by paragraph (a) of section 202 (general and special powers) of the New York Not-for Profit Corporation Law; (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 made payments to, or received payments from, the Corporation or an affiliate of the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues; (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 for the Corporation's outside auditor at any time in the past three years.

For the purposes of determining who is an Independent Director: (i) "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; (ii) "Relative" of an individual means his or her spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouse or domestic partner of his or her brothers, sisters, children, grandchildren, and great grandchildren; and (iii) "affiliate" of the Corporation means any entity controlled by, in control of, or under common control of the Corporation.

## **Section 6. The Fundraising Committee**

The Fundraising Committee oversees the development and coordination of major fundraising events. It also oversees the growth of corporate and city grants. A monthly report is provided to the Chairperson and presented at Board meetings

## **Section 7. Human Resources**

The function of the Human Resources Committee is oversight on all human resource related issues pertaining to salaries, reviews, employee discipline, union matters, new positions, terminations and suspensions. The Human Resource Committee also monitors the unemployment payouts. A monthly report is provided by the Human Resource Committee to the Chairperson and presented at Board of Directors meetings

## **Section 8. Managed Care Committee**

The Managed Care Committee (MCC) is charged with ensuring that the agency is preparing itself for Medicaid Managed Care announced by OPWDD and to ensure QSAC is ready to comply with the Conflict Free Care Management regulations by CMS in preparation to move the system from a fee for service to managed care. The MCC shall provide a report to the full board at least quarterly and be staffed by the Chief Executive Officer or COO.

## **Section 9. Education Services Committee**

The Education Committee visits the QSAC preschool, school and after school programs to monitor quality, assess needs and ensure alignment with current best practice for the education of children with autism. The committee meets with school leadership and administration and makes recommendations for improvement. The committee reports its findings to the Board of Directors. It is highly encouraged, but not required, that a member of the committee or a QSAC staff member sit on the Children's Committee of the Developmental Disabilities Councils.

## **Section 10. Adult and In-Home Services**

The Adult Services Committee visits QSAC adult programs and residences to monitor quality and quality of life and make recommendations to ensure that the programs reflect QSAC's mission to provide people with ASD of all ages services and programs to enhance quality of life, with an emphasis on community participation, employment and the pursuit of meaningful, functional activities pursued both at home and in the least restrictive environment. The committee members meet with the program coordinators and administrators and report on its findings to the Board of Directors. It is highly encouraged that members of the committee or QSAC staff members sit on the Day Services and Residential Committees of the Developmental Disabilities Councils.

## **Section 11. Committee Meetings**

Meetings of the committees shall be held at such time and place as shall be fixed by the chair of the committee or by vote of the majority of the members of the committee. Deliberations may take place by telephone or email.

## **Section 12. Committee Meeting Quorum**

Committee meetings do not require a quorum.

## **Article V: Execution of Instruments**

### **Section 1. Contracts and Instruments**

The Board, subject to the provisions of Article II Section 12, may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

### **Section 2. Deposits**

Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board.

### **Section 3. Orders for the Payment of Money and Endorsed for Deposit**

All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation shall be signed by the office or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

Endorsements for deposits to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be endorsed by hand-stamped impression in the name of Corporation, unless otherwise provided by resolution of the Board of Directors.

## **Article VI: Office and Books**

### **Section 1. Office**

The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

### **Section 2. Books**

There shall be kept at the office of the Corporation correct books of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all Board-approved minutes of meetings of the Board of Directors.

### **Section 3. Seal**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Not for- Profit, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

## **Article VII: Fiscal Year**

### **Section 1. Fiscal Year.**

The fiscal year of the Corporation shall be from July 1 through June 30 or as otherwise determined by the Board of Directors.

## **Article VIII: Indemnification**

### **Section 1. Indemnification**

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

### **Section 2. Insurance**

The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

## **Article IX: Amendments**

### **Section 1. Amendments**

These bylaws may be amended or repealed by the affirmative vote of the majority of the entire Board of Directors after deliberation by the bylaws committee to which the proposed alteration must be submitted at least 30 calendar days in advance of the Board of Directors meeting when the vote will take place. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed

alteration, is given in accordance with the notice provisions for special meetings set forth herein.

## **Article X: Non-Discrimination**

### **Section 1.**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, disability, color, creed, religion, sex, sexual orientation, gender identity, age, national origin, marital status, ancestry, citizenship status, or any other classification protected by law.

## **Article XI: Reference to Certificate of Incorporation**

### **Section 1.**

References in these bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof.

## **Article XII: Conflict of Interest and Whistleblower Policies**

### **Section 1.**

Conflict of Interest and Whistleblower policies are attached as Exhibits and made part of these By-Laws.

## **Article XVI: Robert's Rules of Order**

### **Section 1. Robert's Rules of Order.**

The Board shall conduct meetings and all such conventions in accordance with Robert's Rules of Order.



## Exhibit A: Nominating Committee Procedures

### Section 1: General Procedures and Practices

This section outlines the function and general operations of the Nominating Committee.

- a. Function: The function of the Nominating Committee is to identify and recommend qualified candidates for the election to the Board of Directors and to prepare the slate of officers and directors for re-election. In recruiting Board members, the Committee will use its contacts in the field of autism and developmental disabilities; search among friends and family members of individuals served by QSAC, search among professionals, business people and civic leaders; search among professionals with an expertise related to autism spectrum disorders and related areas; and search through board recruitment services such as United Way and Board Assist, and through other means suggested by the Board or management.
  - i. Directors and Officers will be elected every three (3) years from June 1, 2017 forward with the next election being in 2020 and every three (3) years thereafter. Directors elected after the regularly scheduled election and before the next election shall serve a term from the date of their election to the next three (3) year election at which time they will be elected to a full three (3) year term.
  - ii. Every three (3) years, the Nominating Committee will prepare a slate of candidates for the various offices of the Board (Chairperson, First and Second Vice Chairperson, Treasurer, and Secretary). This slate will be presented to the entire Board for approval at the Board's annual meeting.
  - iii. All work performed by the Nominating Committee will be in keeping with the mission and purpose of QSAC and in accordance with the organization's by-laws and the procedures outlined in Exhibit A.
- b. Composition: At a minimum, the Nominating Committee is composed of three (3) members of the Board who are appointed by the Chairperson, with the Board's approval, for staggered terms of no more than three (3) consecutive years.
  - i. The Chief Executive Officer, or her/his designee, serves as the staff liaison to the Committee.
  - ii. The Chief Executive Officer may also recommend potential candidates for the Board to the Nominating Committee.

### Section 2: Procedure for Election of Officers and Directors

This procedure outlines the process by which elections are held for officers and directors of QSAC, Inc.

a. Election of Directors

- i. Every three (3) years, the Nominating Committee shall review the status of current Board members whose term is set to expire at the next Annual Meeting of the Board. A director shall be evaluated with regards to their attendance at Board meetings, their participation as a member of Board committees, potential conflicts of interest, their attendance at QSAC events, and their successful fulfillment of their annual give/get requirement. The review shall be holistic in nature.
- ii. Based on their annual review of current directors up for election, the Nominating Committee may opt not to re-nominate one or more board members based on the review.
- iii. The Nominating Committee will present in writing a list of directors recommended for re-election. This list shall be distributed in writing (either electronic or print means) at least fifteen (15) calendar days prior to the Annual Meeting.
- iv. No nominations will be accepted from the floor.
- v. The election will take place at the Annual Meeting. Election shall be by secret ballot. Ballots shall be counted by the Secretary of the Board and the Recording Secretary to the Board. All results shall be reported to the full Board. All ballots shall be retained by the Recording Secretary and stored with other Board-related documents. Upon election, terms shall take effect immediately. Board members re-elected shall be asked to sign a new commitment letter outlining the roles and responsibilities of board members.

b. Election of Officers

- i. Every three (3) years, the Nominating Committee shall review the current officers of the Board and prepare a slate of candidates for the next three (3) year term.
- ii. The Nominating Committee shall distribute a list of candidates for officers at least fifteen (15) calendar days prior to the Annual Meeting at which officers will be elected.
- iii. Additional nominations for officers to be considered at the Annual Meeting must be received, in writing (either by electronic or print means), at least ten (10) calendar days prior to the Annual Meeting. The Nominating Committee must inform the full Board of any additional candidates to be considered at the Annual Meeting at least seven (7) calendar days prior to the Annual Meeting.
- iv. No nominations will be accepted from the floor.
- v. The election will take place at the Annual Meeting. Election shall be by secret ballot. Ballots shall be counted by the Secretary of the Board and the Recording Secretary to the Board. All results shall be reported to the full Board. All ballots

shall be retained by the Recording Secretary and stored with other Board-related records. Upon election, terms shall take effect immediately.

- vi. Upon their election as an officer, the newly elected officer shall sign a job description that outlines the roles and responsibilities of their respective office.

### **Section 3: Procedure for Nominating New Board Members**

This procedure outlines the stages by which a new board member is to be considered and elected to the Board of Directors. The intent of this procedure is to ensure adequate time for fully vetting a candidate while evaluating the strengths they would bring to board service with QSAC. Potential board members should be advised that the process could take anywhere from three to nine months.

#### **a. Pre-Nomination**

In practice, potential candidates will be encouraged to serve 6 to 12 months on the Development Board and/or participate (in a non-voting capacity) on a board committee prior to being presented for full membership on the Board of Directors. This will help to ensure a full orientation and training with regards to what it means to be a Board member while providing adequate time for the candidate and QSAC to ascertain mutual “fitness.” Nominating Committee members are encouraged to attend Development Board meetings to familiarize themselves with potential board candidates. Exceptions to the Development Board service can be considered upon the unanimous recommendation of the Nominating Committee or the recommendation of three board members for candidates who have been involved with QSAC for a period of time and are known to the organization, but such is discouraged as this extended process enables a deeper vetting process. Parents of children with autism and candidates with a family member with autism will be encouraged to participate in a board committee to develop an understanding of board service and board dynamics.

#### **b. Step 1: Nomination and Preliminary Review of a Candidate**

- i. A potential candidate for the Board of Directors can be presented in one of three ways: (1) by the nomination of an existing member of the Board, (2) on the recommendation of management, or (3) by the candidate indicating their interest in board service.
  1. A candidate’s primary interest in board service should clearly be related to furthering the mission of QSAC with regards to supporting our programs and services for the autism community.
  2. All candidates must submit a resume and a letter of interest that clearly articulates their personal strengths, professional experience, and their commitment to QSAC’s mission.

3. The resume and letter of interest should be sent to all members of the Nominating Committee, the Chairperson of the Board, and management (CEO).
4. Prior to any meeting, the candidate's resume will be reviewed to ensure there are no conflicts of interest that, in accordance with the by-laws, would prohibit their service on the Board as well as for other issues that may be of a sensitive nature.

**c. Step 2: Site Visit with Management and Members of the Nominating Committee**

- i. Upon initial review of the candidate, staff will schedule the candidate for a site visit to one of QSAC's programs for the candidate to meet with management and at least one member of the Nominating Committee.
  1. The site visit will include meetings with a member of the Nominating Committee, the CEO or her/his designee, and a meeting with a member of the Development Department.

**d. Step 3: The Candidate will be Invited to a Formal Meeting with the Nominating Committee**

- i. The candidate will meet with the full Nominating Committee (at least a majority of the committee shall be present). The CEO and Chairperson of the Board will be invited to this meeting.
  1. The meeting should be scheduled for a date and time that is different from a regularly scheduled board meeting.
  2. This meeting will serve as a formal opportunity for all members of the Nominating Committee to meet with the candidate and interview the individual about their interest in QSAC and how they believe they will be able to support the agency's mission.
  3. At this meeting, the candidate will be presented with a blank commitment letter to review with the Committee, Board Chairperson, and CEO, which outlines the roles and responsibilities of a board member. It will be explained to the candidate that after their election they will be asked to sign the commitment letter to formalize their commitment to the roles and responsibilities of a board member.

**e. Step 4: Management and the Nominating Committee will Meet to Discuss the Candidate**

- i. Following the site visit and meeting with the candidate, management and the Nominating Committee will meet to discuss the candidate and their "fitness" for service as a member of QSAC's Board of Directors.
  1. A majority vote of the members of the Nominating Committee who are present shall constitute approval to proceed to presenting the candidate

for election.

**f. Step 5: Presentation and Election**

- i. Once approved by the Nominating Committee, the candidate will be invited to the next regularly scheduled board meeting. The candidate will be presented to the full board by the Chair of the Nominating Committee or her/his designated representative. The full board will be provided an opportunity to question the candidate after which time the candidate will be excused from the room and the board will vote on the candidate for a term through to the next regularly scheduled three-year election at which time the member will be presented for election for a full three (3) year term.
- ii. Upon election, the candidate will be a full member of the Board. The board member will be assigned to committees based on their interests and as appointed by the Board Chairperson. The new board member will be asked to sign her/his commitment letter, which outlines the roles and responsibilities of a board member. Board members will be asked to sign this letter at the beginning of each of their new three (3) year terms.

**g. Step 6: New Board Member Orientation**

- i. Twice per year, as needed, QSAC staff shall help to facilitate a new board member orientation at which time the new board member will receive an intensive introduction to our programs, finances, fundraising, and operations. The purpose of this is to increase the overall literacy of the new board member with regards to the agency and to empower them to best fulfill the responsibilities of their new role.

## Exhibit B: Board Member Minimum Requirements

To bring to the Board, at the time of admittance, a needed (in the Board of Directors' opinion) expertise/perspective (e.g., caregiver, accountant, educator, doctor, attorney, non-profit manager, etc.).

To participate in seeking funding resources through assisting in the cultivation and solicitation of support and general oversight of the fund-raising program.

To personally raise and/or contribute a minimum of \$2,500 annually ("Minimum Annual Contribution"). If a board member cannot meet the minimum annual contribution due to financial hardship, they may apply to the Chairperson of the QSAC Board of Directors for abatement. With the Board, to assure fiscal integrity through:

- a. contracting for an independent audit
- b. approving the annual budget and overseeing adherence to it;
- c. directly controlling the investment policies of capital funds.

With the Board, as a whole, to periodically review the mission to set goals and priorities, and generally to oversee and evaluate the programs and administration, addressing funding needs, and assuring adequate facilities for its mission.

With the Board, to approve the selection, compensation and evaluation of the Executive Director.

To attend semi-monthly Board of Directors meetings and participate in at least one Board committee.

To work cooperatively with the staff to further the mission of QSAC.

A period of three years must have lapsed before any former QSAC employee becomes eligible to become a QSAC Board member.

Two members from the same family cannot serve on the Board at the same time. Family members shall be defined as family by blood, marriage, legal sharing of household, or adoption. There should not be an employee/employer relationship between two Board Members.

## **Exhibit C: Conflict of Interest Policy**

### **PURPOSE**

The purpose of the conflict of interest policy is to comply with New York's Not-For Profit Corporation Law and protect the federally tax-exempt organization's interest when it is contemplating in entering into a transaction or arrangement that might benefit the private interest of an officer, Director or Key Person of the Corporation, or their relatives, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations. In the event which this agreement and the statute conflict with one another, the statute governs. All Employees, Board Members and others who work for QSAC, including Auditors, Accountants, and Consultants retained by QSAC, have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This policy is established to ensure that individual care and business activities are conducted in an objective manner and are not motivated by the desire for personal or financial gain.

### **POLICY**

A person with a conflict of interest is referred to as an "Interested Person". For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- A. A Director, Board Member, Employee, Key Person or Volunteer, or a Family Member of the foregoing, is a party to a contract, or involved in a transaction with QSAC for goods or services.
- B. A Director, Board Member, Employee, Key Person or Volunteer has a material financial interest in a transaction between QSAC and an entity in which the Director, Board Member, Employee, Key Person or Volunteer or a Family Member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- C. A Director, Board Member, Employee, Key Person or Volunteer or a Family Member of the foregoing, is engaged in some capacity or has a Material Financial Interest in a business or enterprise that competes with QSAC.
- D. Other situations, such as an employee's, Board member's or Key Person's financial relationship with, or personal interest in, may create the reality or the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of QSAC. All such circumstances should be disclosed to the Board of Directors as appropriate, and a decision made as to what course of action

QSAC should take so that the best interests of QSAC are not compromised by the personal interests of stakeholders in QSAC.

## **DEFINITIONS**

"Conflict of Interest" is any circumstance described in Part 1 of this Policy.

A "Related Party" is: i) any person serving as an officer, employee or member of the Board of Directors of directors of QSAC, or a Key Person; ii) Relatives of Directors, Officers, or Key Persons; 3 any entity in which a person in (i) or (ii) has a 35% 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 5%;

"Key Person: is any person who (i) has responsibilities, or exercises powers or influence over QSAC 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.

"Related Party transaction" is any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant except where: (i) where the Transaction itself or the Related Party's financial interest in the transaction is de minimis; (ii) the Transaction is the type that would not customarily be reviewed by the Board of Directors or Boards of similar organizations and are available to others on the same or similar terms, or (3) that constitute a benefit provided to a Related Party only as a member of a class of the beneficiaries that the Corporation intends to benefit as a part of its mission, as long as the benefit is available to similarly situated members of the same class on the same terms.

A "Family Member" is a person's spouse or domestic partner as defined in section twenty nine hundred ninety-four-a of the public health law; (ii) his or her 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 his or her brothers, sisters, children, grandchildren, and great-grandchildren.

"Senior Staff" includes the executive director, deputy executive director, chief financial officer, director of finance, director of human resources, director of development, director of IT and any other staff member holding the title of "director."

A "Material Financial Interest" is a financial interest of any kind, including but not limited to ownership, investment, compensation or potential ownership, investment or compensation, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Related Party's or Family Member's judgment with respect to transactions to which the entity is a party. Material Financial Interest 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.

A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization.

## **PROCEDURES**

Members of the Board of Directors and directorial staff must submit statements of a conflict of interest or potential conflict of interest to the Audit Committee for processing on an annual basis and as conflicts of interest arise.

### **Procedures for a Conflict of Interest**

- A. Contemporaneous disclosure: A Director member who plans not to attend a meeting at which he or she has reason to believe that the Board of Directors will act on a matter in which the person has a Conflict of Interest shall disclose to the Chairperson of the Board all facts material to the Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- B. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists. However, if the Board or committee needs more information prior to the commencement of deliberations or voting related thereto, the Board or committee may request that the person with the Conflict of Interest present background information or answer questions.
- C. Prohibition of interested party's improper influence in deliberations. Prohibition of any attempt by the person with the Conflict of Interest to improperly influence the deliberations or voting on the matter giving rise to such conflict.
- D. Conflict resolution documented. Existence and resolution of conflict are to be documented in the Corporation's records, including the minutes of any meeting at which the conflict was discussed or voted upon.
- E. Procedures for Addressing the Conflict of Interest.

1. After exercising due diligence, the Directors of the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
2. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Directors of the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

The Interested Director may explain the conflict to the Board, but may not participate in Board deliberations or vote on the matter.

Any transaction in which a Director has a financial or personal interest shall be duly reviewed and approved by members of the Board of Directors prior to being elected and annually thereafter.

All transactions must be fair, reasonable and commensurate with services provided to QSAC. The Board is to consider alternative transactions, to the extent available and document in the minutes, the existence of the Conflict of Interest and basis for approval, including the alternative transactions considered.

Related Parties who are not members of the Board of Directors of QSAC and who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board action, shall disclose to the Executive Director any Conflict of Interest that such Related Party has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Related Party. The Related Party shall refrain from any action that may affect QSAC's participation in such Contract or Transaction.

Any Key Person who has an actual or potential Conflict of Interest shall disclose it to the Executive Director, who will inform the Chairperson of the Board of Directors. Together, they will determine the appropriate follow-up action, including, but not limited to, a full Board of Directors discussion and report to the Audit Committee. In instances where a Family Member reports to a related senior staff member, the Executive Director and the Board of Directors will determine alternative review procedures to ensure the related Family Member is fairly evaluated. In the event that it is not clear that a Conflict of Interest exists, the Key Person with the potential conflict shall disclose the circumstances to the Executive Director, who shall determine whether full Board of Directors discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

### **Procedures for a Related Party Transaction**

- A. Disclosure. Any Director, Officer, or Key Person who has an interest in a Related Party Transaction shall disclose in good faith the material facts concerning such interest to the Board or authorized committee.
- B. Board's or authorized committee's approval of transaction. Related Party Transactions shall not be entered into unless the transaction is determined by the Board or authorized committee thereof, to be fair, reasonable, and in the corporation's best interest at the time thereof.
- C. Related Party Transaction. Any Related Party Transaction which a Related Party has a Material Financial Interest, the Board or authorized committee shall:
  - 1. Prior to entering the transaction, consider alternative transactions;
  - 2. Approve the transaction by a majority vote of the Directors or committee members present at the meeting; and
  - 3. Document in writing the basis for the Board or authorized committee's approval, including consideration of any alternative transactions.
- D. Related Party's lack of participation in the Board's determination proceeding. No Related Party may participate in deliberations or voting regarding the Related Party's transaction which he or she has an interest; provided nothing in section shall prohibit Board or authorized Committee from requesting a Related Party present information as background or answer questions concerning a Related Party Transaction at a Board or Committee meeting prior to the commencement of deliberations or voting relating thereto.

#### **CONFIDENTIALITY:**

Each Board member and employee shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of QSAC. Furthermore, Related Parties shall not disclose or use information relating to the business of QSAC for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

#### **REVIEW OF POLICY:**

Each Related Party shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

Annually, each Board member, senior staff and department head shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or

circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to QSAC. Any such information regarding the business interests of a director, senior staff person, Board Member, Employee or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this policy.

This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers.

### **Violations of the Conflicts of Interest Policy**

1. If the Directors of the Board have reasonable cause to believe a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the alleged conflicted individual an opportunity to explain the alleged failure to disclose.
2. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Directors of the Board determines the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Exhibit D: Whistleblower Policy**

### **STANDARDS/EXPECTATIONS**

QSAC is committed to observing the highest standards of business and personal ethics. As employees and representatives of the Corporation, we must practice honesty and integrity in fulfilling our responsibilities and complying with all applicable laws and regulations.

It is the responsibility of employees, agents, independent contractors, members of the Board of Directors and volunteers to report violations or suspected violations of fraud, theft, embezzlement, bribery, kickbacks, misuse of QSAC assets and suspected regulatory, compliance and ethics related issues, concerns or violations. Theft includes taking money or property, including food, belonging to the Corporation, consumers or staff. Fraud might include filing false disability, workers comp or insurance claims or false timekeeping reporting.

### **CONFIDENTIALITY**

QSAC is committed to preserving the confidentiality of reported information. As such, all e-mails containing whistleblower's information will be redacted to the fullest extent possible and encrypted.

### **REWARD**

Staff members who file a valid complaint, or a complaint which leads to the correction of an ethical or legal problem, will be eligible for compensation of up to \$500, depending upon the situation.

No employee who in good faith reports a violation shall suffer in any way. 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 our Corporation.

### **PROCEDURES**

Questions, concerns, suggestions or complaints regarding the ethical and legal violations noted above should be addressed directly to the Corporate Compliance Officer, Scott Maldonado at 718.728.8476 ext. 1978, or anonymously by mail to QSAC, 110 Jericho Turnpike, Floral Park 11001, attention Scott Maldonado. Complaints can also be addressed by telephone directly to the QSAC Executive Director at 212.244.5560 ext. 2020, or by mail to QSAC, Executive Director, 253 W 35th St, 14th fl, New York, NY 10001. Complaints can be made as well through the Anonymous Reporting Executive Director Hotline @ 718.728.8476, ext. 1040. If the complaint involves the executive director or the corporate compliance officer, the report should be addressed to the Chairperson of the Board of Directors, QSAC, 253 W 35th St, 14th fl, New York, NY 10001, and in her absence, the vice-Chairperson.

Anyone filing a complaint concerning a violation or suspected violation of the ethical and legal standards noted above must act in good faith and have reasonable grounds for believing the information disclosed may indicate a violation of such standards. Any allegations that prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Any discipline of a bargaining union member under this policy is subject to the grievance procedure of the collective bargaining agreement.

The Corporate Compliance Officer (CCO), who will be advised of all alleged violations that may not have been addressed to her personally (unless the complaint involves the CCO), will report the matter to the executive director, who will inform the Chairperson of the QSAC Board of Directors (or in her absence, the vice-Chairperson) and the audit committee. If the matter is urgent, as determined by the CCO and the executive director, the executive director will contact the Chairperson forthwith via e-mail or telephone.

Matters reported will be investigated by the CCO to determine whether the allegation has merit and, if so, to determine a plan of action to include, but not limited to, investigating the facts surrounding the allegation and reporting them to the executive director and the Chairperson of the Board, or in her absence the vice Chairperson. At the conclusion of the investigation, the CCO will issue a full report, including recommendations, of all matters raised under this policy to the executive director, the Chairperson of the, and the Board of Directors Audit Committee. Upon receiving the report from the CCO, the Chairperson or the Audit Committee may request further information or conduct a further investigation. The Chairperson and the Committee will report their findings to the full Board. Any person who is the subject of a whistleblower complaint may not be present at or participate in Board or committee deliberations or vote on the matter relating to the complaint, however the Board or committee may request that person present background information or answer questions prior to the commencement of deliberations or voting.

## **DISTRIBUTION**

The Whistleblower Policy shall be distributed to and signed for by all directors, officers, employees and volunteers. No later than February 2015, all new employees hired as of January 1, 2015 must sign the whistleblower policy as part of the application process. This policy will be administered by the Human Resources Department.