

FOOD ACCESS HEALTHY NEIGHBORHOODS NOW, INC.

BY-LAWS

Article I. Name and Purpose

Section 1.1: Corporate Name and Place of Business. This corporation is named “Food Access Healthy Neighborhoods Now, Inc.” (“FAHNN” or “corporation”), an entity incorporated as a charitable organization under the laws of the State of New York. The principal place of business is Onondaga County, State of New York.

Section 1.2: Purpose and Mission. FAHNN's mission is to advance equitable access to nutritious food in low-income, low-access communities across the Valley/Southside of Syracuse. Centering work at the intersection of food security, public health, and economic justice—delivering nutrition education, raising health awareness, and mobilizing community-driven partnerships to create sustainable change. Through strategic engagement with local, state, and federal leaders, we advocate for policies that strengthen neighborhoods, promote health equity, and drive long-term economic advancement for the entire City of Syracuse.

Section 1.3: Fiscal Year. FAHNN’ fiscal year shall begin January 1.

Article II: General Membership

Section 2.1: Members. The corporation has no members.

Article III: Board of Directors

Section 3.1: Board Role and Duty. The Board of Directors shall manage FAHNN. The Board will be responsible for making the management, financial, and operational decisions of FAHNN in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these By-Laws. Directors shall determine the policies and procedures of FAHNN. Additionally, the Board will establish and oversee committees to implement policies to meet FAHNN’ goals.

Section 3.2: Board Membership and Number. Board members must be at least 18 years of age. There shall be at least five (5) and no more than eleven (11) Board members. The Board shall at all times include the Officers of the Corporation, set forth in Section 4.1, with the remaining Board positions being filled by directors-at-large.

Section 3.3: Board Election and Term. The initial Directors shall be the six persons elected at the organizational meeting, all of whom shall serve until the first annual Board meeting. Directors shall be elected at the annual Board meeting. To be elected, a person shall be nominated by a Director and shall be elected by a majority of the entire Board.

Directors shall hold office for a term of two (2) years, except when initially constituted, one-half of the Board shall be elected for a one-year term and one-half shall be elected for a two-year term. Directors may serve a total of two successive terms, with those Directors initially elected to

a term shorter than two years eligible to serve two two-year terms following their initial service. A period of at least one year from the expiration of a Director's second term shall be required in order for such Director to be eligible for election to the Board again. Directors shall hold office until their successor is elected or until such Director's death, resignation, or removal.

Section 3.4: Termination of Term. The term of a Director may be terminated prior to its expiration as follows:

Section 3.4.1: Vacancies. New Board positions resulting from an increase in the number of Directors, and other vacancies for any reason, may be filled by vote of the majority of Directors then in office, even if less than a quorum, or by a sole remaining Director. Vacancies shall be filled within ninety (90) days of the vacancy of the existing or newly created seat. Each Director so elected shall serve until the next annual meeting at which a Director will be elected to fill the vacant position.

Section 3.4.2: Resignation. A Director may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect immediately upon delivery. Acceptance of the resignation is not required to make it effective. Directors who resigned are encouraged to provide the Board with a recommended replacement for the vacant seat.

Section 3.4.3: Removal. A Director may only be removed for cause by a three-fourths (3/4) vote of the entire Board at any regular or special meeting of the Board called for that purpose or by motion in writing signed by all other Directors. Reasons for removal for cause include, but are not limited to: unexcused absence from three (3) consecutive meetings or two-thirds (2/3) of the Board meetings within one year; actions that breach the fiduciary duties of care, loyalty, or obedience; actions that violate the Certificate of Incorporation, the By-laws, or the rules and policies of the corporation, and/or actions that interfere with the operation or reputation of the organization.

Section 3.5: Meetings

Section 3.5.1: Annual Meeting. An annual meeting of the Directors shall be held every January at a time and place to be determined by the Board. At the annual meeting Directors shall be elected, the treasurer and/or finance committee chair shall present a financial statement and report, and other business may be conducted.

Section 3.5.2: Regular Meetings. Regular meetings of the Board shall be held at least quarterly at a time and place to be determined by the Board. The annual meeting shall constitute the Regular Meeting in the month of January. At regular meetings, the Board shall make management and operational decisions.

Section 3.5.3: Special Meetings. Special meetings may be convened by the President or any two Directors. Each notice for a special meeting shall be in writing, shall be signed by the person(s) calling the meeting, shall be addressed and delivered to the President and shall state the time, place, and purpose(s) of such meeting. Notice of special meeting

shall be sent out by the President to all Board members by written notice via USPS or email at least forty-eight hours in advance. Only the business specified in the written notice shall be transacted at a special meeting.

Section 3.6: Notice of Board Meetings. Annual and regular Board meetings require that each Board member be given written notice through USPS or email at least one week prior to the meeting. Notice of meetings should include the time and place of the meeting.

Directors may participate in any meetings in person, by telephone conference call, electronic video communication or similar communication equipment whereby all attendees can be heard and, if technically possible, see. Participation by such means shall constitute presence at the meeting for the purpose of reaching a quorum.

Section 3.7: Quorum. At each Board meeting, the presence of a majority of the entire Board shall constitute a quorum for voting and other transaction of business. If a quorum is not present, a majority of Directors present may adjourn that meeting without notice other than by announcement at the meeting, until such a quorum is present.

Section 3.8: Voting and Acting. Each Director shall have one (1) vote. The prevailing vote of a majority of Directors present at any meeting at which there is a quorum shall be an act of the Board. With the unanimous consent of all Directors present, voting may occur by email.

In all matters of meeting and voting procedure not covered or contradicted by these By-laws, or applicable statute, regulation, or contractual obligation, the latest edition of Democratic Rules of Order shall be used as a guide in answering all questions of proper meeting procedure.

Section 3.9: Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing (including email) to the adoption of the resolution authorizing the action. The resolution and written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.10: Compensation. No Director shall receive, directly or indirectly, any salary or compensation from the corporation, but may receive reimbursement of expenses necessarily incurred in effecting one or more corporate purposes of FAHNN.

Section 3.11: Ex-Officio Members of the Board. FAHNN' Executive Director shall be an ex-officio to the Board of Directors and all committees. The Executive Director shall be charged with the administration of FAHNN within the guidelines of Board policy and intent. The Executive Director shall *not* have voting privileges on the Board or committees. The Board will define other responsibilities of the Executive Director as needed. The Executive Director shall recuse themselves from any and all discussions regarding the Executive Director by the Board.

Article IV: Officers

Section 4.1: Officers of the Corporation. The Officers of the Corporation shall be President, Vice-President, Treasurer, and Secretary. The Directors shall elect the Officers of the Corporation by majority vote at the annual meeting each year. The Officers shall be nominated from the Directors. Each Officer shall be elected for a term of one (1) year and shall hold office for the term for which they are elected. Officers may serve two consecutive terms and shall take one (1) year off before serving as an Officer again. Officers shall turn over their records in good order to their successors within one month after the date the successor Officer takes office.

Section 4.2: Powers and Duties of Officers of the Board. The Officers of the Board shall have all the usual powers and duties exercised by the Officers of a voluntary organization.

Section 4.2.1: President. It shall be the duty of the President to convene and preside over regularly scheduled meetings of the Board. The President shall have general supervision over FAHNN' affairs, will keep the Board fully informed, and consult the Directors concerning activities of FAHNN. The President shall represent FAHNN and sign all contracts and obligations authorized by the Board. The President shall perform other additional duties assigned to them by the Directors.

Section 4.2.2: Vice-President. It shall be the duty of the Vice-President to perform all duties of the President in the President's absence. The Vice-President shall perform such powers and duties as the Directors may designate. At any meeting when a motion deals with the President, the Vice-President shall preside over the meeting until the motion is disposed.

Section 4.2.3: Secretary. It shall be the duty of the Secretary to take minutes at all meetings and distribute minutes via email prior to the meeting. The Secretary shall distribute, collect, and maintain annual conflict of interest forms and all other corporate records. The Secretary may perform other powers or duties as assigned by the Directors.

Section 4.2.4: Treasurer. It shall be the duty of the Treasurer to be responsible for receiving and depositing all funds of FAHNN. The Treasurer must keep clear and complete financial records and maintain regular books of account. The signature of the Treasurer shall be required on all checks for the disbursement of funds authorized by the Directors; checks in excess of \$500 shall require signature of the Treasurer and President. The Treasurer shall submit quarterly financial and accounting records of FAHNN to the Directors. The Treasurer shall prepare or cause to be prepared the annual audit to be presented at the annual meeting and ensure all annual tax filings and filings with the Charities Bureau of the New York Attorney General's Office.

Section 4.3: Vacancies. If an Officer position becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, even if less than a quorum, may elect an Officer to fill such vacancy, and the Officer elected shall hold office and serve until the next annual meeting of the Board and until the election of their successor. In the event an Officer position is vacated by a Director who will remain on the Board, that Director shall be allowed to vote in the election of an Officer to fill the vacancy.

Section 4.4: Removal. Officers serve at the pleasure of the Board. Any Officer may be removed from office by a vote of the majority of Directors at any regular or special meeting called for that purpose for or cause. Cause shall include, but not be limited to: malfeasance, misfeasance, conduct detrimental to the interest of FAHNN, for lack of sympathy to its mission, and/or for refusal to render reasonable assistance in carrying out its purpose. Any Officer proposed to be removed shall receive written notice at least ten (10) days prior to the meeting of the Board at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting.

The removal of an Officer does not remove that person as a Director. Removal of a Director must follow Section 3.4.3.

Article V: Committees

Section 5.1: Committee Formation. The Board may create committees to perform various functions on behalf of the Board as needed. All committee members serve a term not exceeding one year and may be re-appointed. All committees must be comprised of at least three people, including, at least one Director. All committees must have a quorum of a majority of its members present in order for committee meetings to occur and decisions to be made. Each committee shall keep minutes of all proceedings to be regularly submitted to the Secretary for distribution to the full Board. Each committee shall report to the Board, at the next scheduled Board meeting, all activities and determinations. Anyone may join Special Committees, but only members of the Board may be part of the Executive or Finance and Audit Committee.

Section 5.2: Executive Committee. The Executive Committee shall serve as the interim governing body between Board Meetings. The Executive Committee shall consist of the Officers of the Corporation. The Board may delegate to the Executive Committee any power within the scope of the Board. A majority of the members of the Executive Committee shall constitute a quorum.

Section 5.3: Audit and Finance Committee. The Audit and Finance Committee shall oversee all audits and the fiscal affairs of FAHNN. The Audit and Finance Committee shall develop an annual budget for approval by the Board; propose policies governing finances of FAHNN for adoption by the Board; and endeavor to ensure that FAHNN' funds are deposited, invested, withdrawn, and disbursed in a manner consistent with all applicable statutes, regulations, and contractual obligations. The Audit and Finance Committee shall ensure that proper federal and state compliance and tax filings are submitted, and that any taxes due have been paid or otherwise addressed. The Audit and Finance Committee shall be responsible for arranging for an annual, independent audit of FAHNN' finances. The Audit and Finance Committee shall be comprised of the Treasurer and no less than two other members of the Board.

Section 5.4: Special Committees. Special Committees may be established by the Board when it is determined to be necessary or useful to the purposes, goals, objectives, and overall mission of FAHNN. The committee's operations and the committee chair, or no more than two co-chairs, will be established by the Special Committee and approved by the Board of Directors. Committee Chair(s) will be nominated by the Committee and elected at a Board meeting.

Article VI: Employees

Section 6.1: Staff. The Directors reserves the right to hire employees if and when it is determined by the Board to be necessary or useful to the purposes, goals, objectives, and overall mission of FAHNN.

Article VII: Non-Liability

Section 7.1: Limitation on Director Liability. No director shall be liable personally for damages for any breach of duty in their capacity as a Director, provided that this provision shall not eliminate or limit the liability of any Director if a judgment or other final adjudication adverse to the Director established that their actions or omissions were in bad faith; involved intentional misconduct or a knowing violation of the law; resulted in the Director personally gaining a financial profit or other advantage to which the Director was not legally entitled; and/or violated Section 719 of the New York Business Corporation Law, as amended, or any successor statute or any other applicable statute.

Section 7.2: Indemnification. The corporation shall indemnify its Directors, Officers, employees, agents, and/or volunteers against judgments, fines, amounts paid in settlement, and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the Director, Officer, employee, agents and/or volunteer by court action or otherwise, by reason of the fact that such person was Director, Officer, employee, agent and/or volunteer of the corporation and was acting in good faith for a purpose which such person reasonably believed to be in the best interest of the corporation, and was not unlawful, unethical, or immoral.

Section 7.3: Insurance. The Board shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, agent and/or volunteer of this corporation, or is or was serving in such capacity at the request of the Board.

Article VIII: Conflict of Interest

Section 8.1: Conflict of Interest and Related Part Transactions. The corporation shall adopt, and at all times honor, a written conflict of interest policy that requires Directors, Officers, and committee members to act at all times in the corporation's best interest and comply with all applicable ethical, statutory, and regulatory requirements. The conflict of interest policy shall include the following provisions:

- a. **Procedure.** Procedures for disclosing, addressing, and documenting conflicts of interest to the Board or an authorized committee as appropriate.
- b. **Restrictions.** Stipulations that when the Board, or an authorized committee, as appropriate, is considering a real or potential conflict of interest, the interested party shall not:

- a. Be present at, or participate in, any deliberation;
- b. Attempt to influence deliberations, and/or;
- c. Cast a vote on the matter.
- c. **Definitions.** Definitions of circumstances that could constitute a conflict of interest.
- d. **Documentation.** Requirements that the existence and resolution of the conflict be documented in the records of the corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon.
- e. **Audit-Related Disclosures.** Protocols to assure that disclosures of all real or potential conflicts of interest are properly forwarded to the Board, or an authorized committee, as appropriate, for purposes of audit-related review.

Section 8.2: Conflict of Interest Policy. The corporation’s conflict of interest policy is annexed hereto as Appendix “A”. This policy may be amended or modified only by a vote of three-fourths (3/4) of the Directors present at any annual meeting, regular meeting, or special meeting called for that purpose, with the change in the policy to not be applicable to any real or potential conflict of interest that is pending or currently under review.

Section 8.3: Conflict of Interest Disclosure Statement. At the beginning of each fiscal year, each Director must complete the Director’s Conflict of Interest disclosure statement annexed hereto as Appendix “B”. Each disclosure statement shall be submitted promptly to the Audit and Finance Committee to be forwarded to the Treasurer for filing in the corporation’s records. The conflict of interest disclosure statement shall be available to the Board at all times.

Article IX: Fundamental Corporate Changes

Section 9.1: Amendment to the Certificate of Incorporation. Amendments must be approved by a three-fourths (3/4) affirmative vote of the entire Board at the annual Board meeting or a special meeting called for that purpose. Any such amendments will be effective when all statutory approvals are subsequently secured and the new certificate is accepted for filing by the New York State Department of State.

Section 9.2: Amendment of the By-laws. Amendments must be approved by a majority affirmative vote of the entire Board at the annual Board meeting or a special meeting called for that purpose.

CERTIFICATION

We the undersigned certify that the foregoing is a true and correct copy of the By-laws of the corporation Food Access Healthy Neighborhoods Now, Inc., and were duly adopted by the Board of Directors at a meeting on _____, 2026

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

APPENDIX A – CONFLICT OF INTEREST POLICY

ARTICLE 1. Purpose. The purpose of this conflict of interest policy is to protect the interest of FAHNN when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal law governing conflict of interest applicable to not-for-profit and charitable organizations.

ARTICLE 2. Definitions.

- 2.1. Interested Person. Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest as defined in this policy, is an interested person.
- 2.2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
- a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or,
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2 of this policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE 3. Procedures.

- 3.1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 3.2. 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, she or he shall leave the governing board or committee

meeting while the determination of a conflict of interest is discussed and voted on. The remaining board or committee members shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee 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.

3.4. Violations of the Conflict of Interest Policy.

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement;

the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

ARTICLE 5. Compensation.

- 5.1. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 5.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 5.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6. Annual Statements.

Each director, officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 7. Periodic Reviews.

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE 8. Use of Outside Experts.

When conducting periodic reviews as provided in Article 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing body of its responsibility for ensuring periodic reviews are conducted.

Adopted by Resolution of the Food Access Healthy Neighborhoods Now, Inc. Board of Directors at a meeting on _____, 2026.

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

APPENDIX B – Director’s Annual Conflict of Interest Disclosure Statement

I am a member of the Board of Directors of Food Access Healthy Neighborhoods Now, Inc., and I hereby affirm the following:

- a. I have received a copy of the Conflict of Interest policy;
- b. I have read and I understand the policy;
- c. I agree to comply with the policy; and
- d. I understand the corporation is a charitable entity and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

So acknowledged and affirmed:

Signature

Date

Print name

Home address street number and street

Home address city, state, zip