

BYLAWS
OF
PARTNERSHIP FOR THE PUBLIC GOOD, INC.

A New York Not-for-Profit Corporation

Adopted August 4, 2009

Article I Name

The name of the Corporation is Partnership for the Public Good, Inc. (sometimes referred to herein as “the Corporation”).

Article II Purposes

The purposes of the Corporation are contained in the Certificate of Incorporation. The Corporation exists for charitable purposes within the meaning of Section 501(c)(3) of the Code. Its mission is as follows:

The Partnership for the Public Good helps build a more just, sustainable, and culturally vibrant community through action-oriented research, policy development, and citizen engagement.

The charitable purposes identified in the Certificate of Incorporation are as follows:

- (a) to conduct independent research and to use it to advance public knowledge,
- (b) to publish research findings and present them to the public, media and other research institutions to inform them about community development trends and options,
- (c) to inform the public on issues, so that they are better prepared to choose among the various policy options,
- (d) to promote democratic debate on the most important economic and social issues that affect people's lives,
- (e) and to promote the community-oriented revitalization of greater Buffalo through the development and support of policies for
 - (1) advancement of education
 - (2) advancement of socioeconomic welfare and opportunity,
 - (3) relief of the poor, distressed and underprivileged,

- (4) improvement of living conditions and the environment,
- (5) reduction of community deterioration,
- (6) elimination of prejudice and discrimination, and
- (7) increase in efficiency and accountability of government.

Article III Principal Office

Section One. Principal office. The Principal office of the Corporation in the State of New York shall be located in the County of Erie.

Section Two. Other Offices. The Corporation may have such other offices either within or without the County of Erie, State of New York, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Article IV Nonpartisan Activities

This Corporation has been formed under the New York State Not-For-Profit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article V Dedication of Assets

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director or officer of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article VI Members

Section One. The Corporation, being a Type B not-for-profit Corporation as defined in paragraph (b) of section 201 of the New York Not-for-Profit Corporation Law, shall have no voting members. The Corporation may from time to time use the term "members" to refer to members of the Board of Directors, but such persons shall not be members within the meaning of section 102 of the New York Not-for-Profit Corporation Law.

Article VII Board of Directors

Section One. Powers. Except as otherwise provided by law; the certificate of incorporation of the Corporation or these by-laws, the activities, property and affairs of the Corporation shall be managed by the Board of Directors.

Section Two. Number of Directors. The number of Directors shall not be less than three nor more than fifteen. Each Director shall be at least eighteen years of age.

Section Three. Election. Directors shall be elected at the Corporation's annual meeting to be held in December or at a time to be determined by the Board of Directors. There shall be a single slate of nominees.

Section Four. Terms of Office. Directors shall serve three-year terms. There shall be no limit on the number of terms a Director may serve. Each Director's term shall begin on January 1 and end on December 31.

Section Five. Vacancies. A vacancy on the Board shall exist on the occurrence of the following: the death, resignation, or removal of any Director. Any Director may resign by filing a written resignation with the Secretary of the Board of Directors. Any vacancy occurring in the Board of Directors by resignation or otherwise shall be filled by the affirmative vote of majority of the remaining Directors, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director.

Section Six. Removal. Any of the Directors may be removed for cause by vote of the Directors provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. The Director shall be given at least five days written notice of the impending action. A Director with three unexcused absences from Board meetings during a calendar year will be removed automatically and without notice unless a majority of Board members votes to retain him or her. Excused absences may include family illness, business necessity, out-of-town travel or similarly justifiable reasons.

Section Seven. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standard and procedures provided for by sections 721 and 726 of the Not-For-Profit Corporation Law and any amendments thereto, 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 or officer of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. Such indemnification shall not apply with respect to matters as to

which such Director or officer was adjudged to have breached his or her duty to the Corporation by not discharging his or her obligation in good faith and with a degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances. Any such obligation undertaken by the Corporation shall only be payable out of the assets of the Corporation, as they may from time to time exist, to the extent that the same do not constitute funds that have been restricted by any funding agency.

Section Eight. Conflict of interest. Each Director shall annually complete a disclosure form identifying any relationships, positions or circumstances in which he/she is involved or that he/she believes could contribute to a Conflict of Interest. Any such information regarding business interests of a Director shall be treated as confidential and shall generally be made available only to the President of the Board of Directors, 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.

Section Nine. Loans. No loans shall be made by the Corporation to its Directors or officers, or to any other Corporation, firm, association, or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest.

Article VIII Officers

Section One. The officers of the Corporation shall be: President, Vice President, Secretary and Treasurer. Any two offices may be held by the same person, except the offices of President and Secretary.

Section Two. All officers must be Directors.

Section Three. The term of office for officers of the Corporation shall be two years. No officer may serve in the same office for more than two consecutive two-year terms. The officers shall be elected at the Annual Meeting of the Board of Directors. The officers shall be presented in the form of a single slate. The terms of each office shall begin January 1 and end December 31.

Section Four. The Board of Directors may remove any officer with or without cause, whenever in its judgment the best interest of the Corporation would be served thereby.

Section Five. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Six. The Board President assures the integrity of the Board's process and, secondarily, represents the Board to outside parties as necessary. The President shall preside at all meetings of the Board of Directors.

Section Seven. The Vice-President shall assume the duties assigned to the President in the event that the President is unable to carry out his/her duties and in general perform all duties incident to the office of vice-president and such other duties from time to time as may be assigned to him/her by the President of the Board of Directors.

Section Eight. The Treasurer shall chair the Audit Committee and in general perform all duties incident to the office of treasurer and such other duties from time to time as may be assigned to him/her by the President of the Board of Directors.

Section Nine. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the post office address of each Director, and in general perform all duties incident to the office of secretary and such other duties from time to time as may be assigned to him/her by the President of the Board of Directors.

Article IX Meetings

Section One. Annual Meeting. An annual meeting of the Board of Directors shall be held in the month of December or at a time to be determined by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section Two. Regular Meetings. The Board of Directors shall meet at such times and at such time and place as are designated by the Board. The Directors may be notified by telephone or email of any change in meeting time. Additional meetings of the Board of Directors may be called by the President or upon the written request of any two Directors. Notice of special meetings shall be given to all Directors no less than three days prior to the meeting by mail or electronic mail.

Section Three. Quorum. One-third of the entire Board shall constitute a quorum, unless there are eight Directors or less, in which case a quorum shall be three. Members may be present at a meeting via telephone.

Section Four. Actions and Voting. Actions of the Board shall be taken based on a vote of a majority of Board members present at a meeting where a quorum is present. Actions may be taken without a meeting with the unanimous written consent of the Board authorizing the resolution. The written consent may

be given by electronic mail. The resolution shall be filed with the minutes of the proceedings of the Board.

Article X Committees

Section One. The Board of Directors may designate one or more standing committees to accomplish the work of the Board. Each committee of the Board is to serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority does not alone relieve any Director of his/her duty to the Corporation. The Board may also form ad hoc committees to accomplish specific time limited activities.

Section Two. An Audit Committee will be established to maintain the Corporation's compliance with legal and financial obligations.

Section Three. The Board will authorize any ad hoc committees including a definition of purpose and duties, assignment of Chairs and definition of time frame.

Section Four. If it so chooses, the Board may authorize an Executive Committee with three or more members, which in the interim between meetings shall have all the authority of the Board except as otherwise provided by law or by the resolution authorizing the Executive Committee.

Section Four. The actions of all committees are subject to the approval of the Board of Directors.

ARTICLE XI Fiscal Policies

Section One. The Board of Directors may authorize any officer or officers, agents or agents of the Corporation to enter into any contract in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section Two. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation and in such manner shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president.

Section Three. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section Four. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of for any special purpose of the Corporation.

Section Five. The Board of Directors shall approve the annual budget prior to the beginning of the following fiscal year.

Section Six. Any spending that diverges from the amount fixed in the annual budget by fifteen percent or more must be approved by the Board of Directors.

ARTICLE XII Records and Reports

Section 1. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The Corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the chairperson or president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Preparation of Annual Financial Statements. The Corporation shall prepare annual financial statements using generally accepted accounting principles. The Corporation shall make these financial statements available to

members of the public for inspection no later than nine (9) months after the close of the fiscal year to which the statements relate.

Section 5. Reports. The Board shall cause an annual report to be sent to all Directors, within 120 days after the end of the Corporation's fiscal year, containing the following information:

- (a) The assets and liabilities, including the trust funds, of this Corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenues or receipts of this Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this Corporation for both general and restricted purposes during the fiscal year; and

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE XIII Amendments

These bylaws may be adopted, amended or repealed by the vote of a majority of the Directors then in office. 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 bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.