

# NYSAE BYLAWS

## ARTICLE I – NAME

Section 1. Name: The name of this not-for-profit incorporated association shall be New York Society of Association Executives, Inc.

## ARTICLE II – PURPOSES AND LIMITATIONS

- a. To encourage high professional standards of ethics and conduct by its members.
- b. To broaden public understanding of the proper functions of associations and not-for-profit organizations, and of their contributions to society and the world economy.
- c. To conduct or cooperate in providing programs, courses of study, institutes and research relating to the management of trade associations, professional societies, service organizations, voluntary organizations and other non-profit organizations.
- d. To provide a forum on behalf of the collective interests of its members and the association, and not-for-profit community.
- e. To advocate on behalf of the collective interests of its members and the association, not-for-profit community.
- f. To undertake such other functions and to cooperate with other associations or organizations in such programs and activities as may be consistent with the mission and purposes of NYSAE.

## ARTICLE III – MEMBERSHIP

Section 1. *Qualifications*: Membership in this Society shall be composed primarily of full-time staff personnel engaged in the management of trade, professional, technical, educational, philanthropic or similar type organizations who have been accepted by Board of Directors.

Section 2. Membership Categories:

1. *Regular Membership*: Regular voting membership in this Society shall be limited to full-time staff personnel engaged in the management of voluntary trade, professional, educational, philanthropic, technical or similar type organization or to individuals who devote 50% or more of their working time to association, and not-for-profit responsibilities.
2. *Next Generation Regular Membership*: in this Society shall be composed primarily of full-time staff personnel, under age 35, engaged in the management of trade, professional, technical, educational, philanthropic or similar type organizations who have been accepted by Board of Directors.

Section 3. *Non-Voting Membership*: The following membership shall have no vote in the Society. The one exception shall be Associate members serving as members of the Board of Directors. The non-voting membership may serve on committees at the pleasure of the Chairman.

- a. *Associate Membership*: Associate membership shall be available to persons employed by government agencies and educational institutions, individuals in salaried positions working less than 50% in association duties, members of learned professions who provide services to associations, persons representing a firm or corporation engaged in selling products or services to members of NYSAE and accepted by the Board of Directors.
- b. *Life Membership*: A regular member who has retired from full-time gainful employment and who has been a member of this Society for fifteen (15) years or more may, by unanimous vote of the Board of Directors, be elected to Life Membership. Dues, if any may be assessed at the discretion of the Board of Directors.
- c. *Student Membership*: Shall be composed of those persons who are full-time students at colleges or universities who are not employed by an association or not-for-profit organization.

Section 4. Election to Membership: Members shall be elected by the Board of Directors, applications for such election having been made thereto in writing.

Section 5. Resignation: Any member resigning from membership shall be liable for payment of the current year's dues, unless such resignation is received within thirty (30) days following the annual billing for dues.

Section 6. Membership Changes: Change of employment status on which eligibility to membership is based, shall automatically change the member's status. However, the Board of Directors, upon written request of the member, may continue the member's class of membership until the end of the fiscal year in which the change occurred, provided the member's dues have been paid for that fiscal year. An unemployed regular member who is seeking employment as an association executive may continue membership for the remainder of current year and one additional full membership year.

#### ARTICLE IV – DUES

Section 1. Dues: Annual dues shall be determined by the Board of Directors and shall be payable July of each year in advance.

Section 2. Pro-ration: Members elected during the first half of the fiscal year shall pay the current year's dues in advance and those elected during the second half of the fiscal year shall pay one half of the yearly rate in advance.

Section 3. Delinquency and Cancellation: Any member of the Society who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified in writing of such delinquency and suspended from further services. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

Section 4. Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

#### ARTICLE V – MANAGEMENT/BOARD OF DIRECTORS

Section 1. Board of Directors: The management of the affairs, funds, and property of the Society shall be vested in its Board of Directors. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the Society and to do all acts necessary or advisable in connection therewith and shall exercise general supervision of the receipts and expenditures of the Society.

Section 2. Number: The Board of Directors shall consist of nineteen (19) Directors, with a minimum of thirteen (13), of which no more than 20% are Associate Members, including the following officers: Chairman; Chairman-Elect; Treasurer and Immediate Past Chairman. There shall be only one (1) associate member eligible to serve as an officer at any time.

Section 3. Term of Office: The Directors, with the exception of the Officers and the Immediate Past Chairman, shall serve up to two three (3) year terms, one-third to be elected each year. No member of the Board of Directors who has served two full three (3) year terms shall be eligible for re-election until at least one (1) year has elapsed, with the exception of those Board members being elected to officer positions.

Section 4. Meetings: The Board of Directors shall hold meetings at such times and places, upon such notice and under such rules as the members of the Board shall determine.

Section 5. Quorum: A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any of its meetings and a majority vote of the members of the Board of Directors attending any meeting thereof at which a quorum shall be present shall be necessary for the adoption of any motion.

Section 6. Vacancies: Any vacancies which may occur in the Board of Directors shall be filled by nomination by the Executive Committee of the Society followed by a majority vote of the Board of Directors either at any meeting of the Society or at a special meeting called for the purpose by the Chairman or President of the Society, or by mail vote.

#### ARTICLE VI - OFFICERS, THEIR DUTIES AND POWERS

Section 1. Number: The Officers of the Society shall be a Chairman, Chairman-Elect and a Treasurer. The President shall be the appointed Secretary of the Society.

Section 2. Election and Term of Office: The Chairman, Chairman-Elect and Treasurer shall be elected annually by the members at the Annual Meeting. The Chairman, Chairman-Elect, and Vice Chairman shall hold the same office for a term of two years and shall not be eligible for consecutive re-election to the same office.

Section 3. Chairman of the Board: The Chairman of the Board shall be the Chief Elected Officer of the Society and serve as Chairman of both the Board of Directors and the Executive Committee. The Chairman shall also serve as an ex-officio member of all committees except the Nominating Committee and shall make all required appointments of standing and special committees.

At the Annual Business Meeting of the Society and at such other times as deemed proper, the Chairman of the Board shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Society. The Chairman shall perform such other duties as are deemed necessary or as may be prescribed by the Board of Directors.

Section 4. Chairman-Elect: In the event that the Chairman is unable to serve for any reason, the Chairman-Elect shall exercise all the powers and discharge all the duties of Chairman until the Chairman shall be able to resume the Chairman's duties or the Chairman's successor shall be chosen.

Section 5. The Treasurer: The Treasurer shall have the general supervision of the financial affairs of the Society and shall be the Chairman of the Finance Committee. The Treasurer shall perform all the duties incident to the office and such other duties assigned by the Board of Directors or Executive Committee. The Treasurer shall report on the financial conditions of the Society to the Board of Directors and to the Executive Committee in such form and frequency as they may direct.

Section 6. The President: The Board of Directors shall appoint the President who shall be the Chief Executive Officer of the Society. The President shall manage and direct all activities of the Society subject to the policies of the Board of Directors and through the office of the Chairman of the Board. The President shall be the chief spokesperson for the Society. The President shall act as Secretary and serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

Section 7. Removal from Office: An officer/director may be removed from office for cause by a three-fourths vote of the Board of Directors present at a regular meeting or at a special meeting called for the purpose, provided that notice thereof shall be given in writing to the Officer at least thirty (30) days prior to said meeting.

Section 8. Vacancies: If any office should become vacant, same shall be filled for the unexpired term thereof by a majority vote of the Board of Directors.

## ARTICLE VII – MEETINGS

Section 1. Regular Meetings: Regular meetings of the Society shall normally be held at a time and place to be determined by the Board of Directors.

Section 2. Annual Meeting: An Annual Meeting of the Society shall be held in May at a time and place to be designated by the Board of Directors. The meeting shall be for the purpose of holding election of officers and directors, receiving reports and conducting such other business as may properly come before the Membership.

Section 3. Special Meetings: Other meetings may be called by the Chairman or by the Board of Directors at any time, or shall be called by the Chairman upon written request of any twenty-five (25) Regular Members within ten days after filing of such request with the Secretary. The purpose of the Special Meetings shall be given in the notice of such meetings.

Section 4. Notices: Notice of each meeting shall be mailed to all members at least ten (10) days prior to the date thereof.

Section 5. Quorum: One hundred (100) Regular Members or 1/10 of total number of members entitled to vote (whichever is less), shall constitute a quorum for the transaction of business at all meetings.

Section 6. Rules of Order: At all meetings, including meetings of the Board, the most current edition of Roberts' Rules of Order shall govern.

## ARTICLE VIII - ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominations: The Nominating Committee will consist of five (5) Regular Members, none of whom shall be an officer and one of whom shall have served on the previous year's committee. The Nominating Committee shall be appointed by the Board of Directors, upon the recommendation of the Chairman, and shall be announced to the membership not later than the January meeting. No member of the Nominating Committee shall be eligible to be nominated for any elected position. The Nominating Committee will invite suggestions from the membership of the names of Members as candidates for Chairman, Chairman-Elect, Treasurer and three (3) or more Board Members to fill any vacancies.

Section 2. Nominating Procedure: The Nominating Committee shall communicate in writing to all members inviting their suggestions for nominees to fill the vacancies. The committee shall seek and encourage qualified candidates to be nominated for office and ascertain their willingness to serve.

The Nominating Committee shall nominate one candidate for each of the following offices: Chairman, Chairman-Elect, and Treasurer and one qualified candidate for each vacancy to be filled on the Board of Directors.

The report of the Nominating Committee shall be presented to the membership in writing, at least (10) days prior to the annual meeting. Additional nominations may be made from the floor, provided that a regular member so nominated shall have agreed to serve, if elected, and shall be sponsored, in writing, by five regular members.

**Section 3. Elections:** Elections shall be held at the Annual Meeting of the Society and only Regular Members present shall be entitled to vote. Voting shall be done by written ballot; the Chairman shall appoint tellers to count and announce the vote; those nominees receiving the greatest number of votes shall be declared elected. A tie shall be decided by a revote.

**Section 4. Assumption of Duties:** The newly-elected Officers and Directors may be installed in office at any time following their election, but they shall assume the responsibility of their office and the official exercise of their duties and prerogatives on the ensuing July 1.

#### **ARTICLE IX – COMMITTEES**

**Section 1. Executive Committee:** The Board shall elect from its voting membership an Executive Committee which shall consist of the Chairman, Chairman-Elect, Treasurer, Immediate Past Chairman and two (2) members of the Board of Directors. Meetings of the Executive Committee may be called by the Chairman on two (2) days notice to each member, given either personally or in writing. Notice of meetings may also be given by mail in which case five (5) days notice shall be given. Special meetings shall be called by the Chairman in like manner and on like notice on written request of any two (2) members of the Executive Committee. The Executive Committee shall have and may exercise all of the powers of the Board of Directors between the meetings of the Board. Any three (3) of its members shall constitute a quorum for the transaction of business at any Executive Committee meeting. Minutes of any Executive Committee meeting shall be presented to the Board of Directors at its next regularly scheduled meeting.

**Section 2. Standing Committee:** The Chairman shall be empowered to appoint the chairpersons of all committees and the chairpersons and members of special committees subject to the approval of the Board of Directors. The Chairman shall be an ex-officio member of all committees except the Nominating Committee.

#### **ARTICLE X - FINANCES**

**Section 1. Fiscal Year:** The fiscal year shall begin on the first day of July and shall end on the last day of June.

**Section 2. Budget:** The Board shall, as soon as practical, after the organization thereof, adopt an income and expense budget for the current fiscal year. It shall report at the Annual Meeting the fiscal results for the current fiscal year to date, together with the estimated expense for the balance of the fiscal year and a comparison of the combined figures with the budget for the year.

**Section 3. Audit:** An audit of the accounts of the Society covering the fiscal year shall be made by a licensed public accountant appointed by the Board of Directors. The report of the auditors shall be read at the next meeting of the Board of Directors and shall also be open to inspection by other members of the Society.

#### **ARTICLE XI - AMENDMENTS**

**Section 1. Substantive Bylaw changes** may be amended or repealed by a two-thirds vote of the Regular members present at the Annual Meeting of the Society duly called and regularly held, and notice of such proposed changes having been sent in writing to the members thirty (30) days before such meeting. Non-substantive Bylaws may be amended by the Board of Directors. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition addressed to the Board by any twenty-five (25) Regular members. All such proposed amendments shall be presented by the Board to the membership with or without recommendations

#### **ARTICLE XII- INDEMNIFICATION-**

**Section 1.** The officers, directors shall be indemnified by the full extent permitted by law.

#### **ARTICLE XIII - DISSOLUTION**

**Section 1. Dissolution:** The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

#### **ARTICLE XIII - DATE**

**Section 1. Effective Date:** These bylaws shall take effect immediately upon their adoption.

**September 9, 1974**  
**Amended May 18, 1977**  
**Amended February 15, 1978**  
**Amended May 21, 1980**  
**Amended May 16, 1984**  
**Amended May 17, 1989**  
**Amended May 22, 1991**  
**Amended May 15, 1996**  
**Amended May 19, 1999**

**Amended May 25, 2016**