

**Bylaws of  
New York State Wildlife Rehabilitation Council, Inc.  
Amended December, 1998**

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**Bylaws**  
**New York State Wildlife Rehabilitation Council, Inc.**

(a New York Not-for-Profit Corporation)

ARTICLE I

MEMBERS

1.1 CAPITAL AND SUBVENTION CERTIFICATES

If any capital contribution shall be made or any subvention shall be accepted, each certificate evidencing a capital contribution or a subvention shall contain the statements prescribed by Section 503 or 505, as applicable, of the Not-for-Profit Corporation Law or of any other applicable provision of law, and shall be signed by the President, or a Vice-President and by the Secretary or the Treasurer and may bear the seal of the Corporation or a facsimile thereof. The signatures of the officers upon any such certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation itself or its employees. Except as may otherwise be provided by the Not-for-Profit Corporation Law, any such certificate shall not be transferable.

1.2 MEMBERSHIP

(a) General. Any person or organization willing to abide by the Bylaws and all other rules and regulations of the Corporation may be elected to the appropriate membership by the Board of Directors, provided they meet the requirements for the type of membership set forth herein. All members, by accepting such status, shall for all purposes be conclusively deemed to have accepted and to have agreed to be bound by the Certificate of Incorporation of the Corporation and these Bylaws, as the same may be modified or amended from time to time. The Board of Directors shall charge the Membership Committee with the responsibility of reviewing applications for membership and with administratively enrolling members.

(b) Classifications. There shall be three classifications of membership as follows:

A. General Members (also referred to as INDIVIDUAL). A general member shall be any

individual who supports the objectives and purposes of the Corporation. General members shall have the right to vote and hold elective office.

B. Household Members. A household membership shall be two (2) people living at the same address who support the objectives and purposes of the Corporation. Household Members shall each have the right to vote and hold elective office. Only one newsletter will be mailed per household. Organization Members will be listed under “C” instead of “B”.

C. Organization Members. Organization members shall be organizations, institutions, societies or associations (“Organizations”) that support or participate in the Corporation programs. A duly authorized officer of an Organization shall make application for membership on behalf of the Organization. Members or employees of an Organization shall not be considered as individual members of the Corporation by virtue of the Organization membership. Organization members shall not have the right to hold elective office, however, the authorized officer of an Organization holding an Organization membership shall have the right to one vote as a General Member.

(c) Qualifications and Eligibility. The qualifications and eligibility for any classification of membership and the manner of admission into any classification of membership may be amended by resolution of the Board of Directors and/or by any similarly prescribed rules and regulations which the Board of Directors may promulgate. In like manner, any such resolution and/or rules and regulations shall prescribe, in relation to all members, the amount and manner of imposing and collecting and initiation or other fees, and any dues, assessments, fines, and penalties, the manner of suspension or termination of membership and for reinstatement, if any, and, except as may hereinafter be provided, the rights, liabilities, and other incidents of any classification of membership. Any such resolution and/or rules and regulations relating to memberships in the Corporation shall be annexed to the Bylaws and shall be deemed to be a component part thereof.

### 1.3 ANNUAL MEMBERSHIP DUES

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Annual membership dues shall be established by the Board of Directors for each membership classification. Membership dues shall run for one year from the month paid and shall be due each year upon the first of such month. The membership of the members in arrears of dues sixty (60) days or more may, if the Board of Directors or an authorized Committee of the Board so elects, be suspended or terminated, but may be reinstated upon reapplication or upon receipt of all past dues and/or a reinstatement fee to be determined by the Board of Directors or such Committee.

#### 1.4 TERMINATION AND SUSPENSION OF MEMBERSHIP

Except as may herein otherwise be provided, membership shall be terminated by the dissolution, death, resignation or expulsion of a member or by the dissolution or liquidation of the Corporation; and any right or interest of a member shall terminate upon the happening of any such event. The Board of Directors by two thirds (2/3) vote may suspend, or temporarily revoke, membership for cause. Sufficient cause for suspension or termination of membership shall be a violation of the Bylaws or any rule, practice or resolution adopted by the Corporation, or any conduct prejudicial to the interests of the corporation or materially inconsistent with the purposes, goals or standards of the Corporation. Prior to suspending, temporarily revoking or terminating the membership of any member, such member shall be notified of the reason for the proposed suspension, revocation or termination, by certified mail to the address of such member last recorded in the records of the Corporation, at least fifteen (15) days before the next Board of Directors meeting. The notification shall include the time and the place of the Board of Directors meeting. The member shall have the opportunity to appear in person or by representation to present his or her defense of the charges before any formal action is taken by the Board of Directors. Suspension or temporary revocation of membership status shall remain in effect during any appeal of such action, and only the Board of Directors may reinstate such member. The Board of Directors must act within a year following suspension or temporary revocation of membership to provide for a formal review of the matter. Following action by the Board of Directors to terminate, suspend or temporarily revoke membership, the member shall be notified immediately thereafter by certified mail of the action and this action shall become effective upon 10/2001

this notification.

#### 1.5 LIABILITY TO CORPORATION

A member shall be liable to the Corporation only to the extent of any unpaid portion of any initiation fees, dues, and assessments or for any other indebtedness owed by him/her to the Corporation.

#### 1.6 LIMITED RIGHTS UPON DISSOLUTION

Members shall have, upon dissolution or liquidation of the Corporation, only such distributive rights relating to any initiation fees, dues, and assessments paid by them as the Certificate of Incorporation may confer upon them.

#### 1.7 RECORD DATE FOR MEMBERS

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive distributions, or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination. Such record date shall not be more than fifty days and not less than ten days before the date of such meeting or such consent or dissent or other action by the members or the date on which the resolution of directors relating to any distribution or allotment of rights is adopted, as the case may be. If no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; and the record date for determining members for any purpose other than the determination of members entitled to vote at a meeting of members shall be at the close of business on the day on which the resolution of the directors relating thereto is adopted. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the directors fix a new record date under this Section for the adjourned meeting.

## 1.8 MEMBERSHIP MEETINGS

(a) Time. The annual meeting of members, for the purpose of transacting any and all business as may properly be brought before the meeting, shall be held on the date fixed, from time to time, by the directors, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting shall be held on the date fixed by the directors except when the Not-for-Profit Corporation Law or these Bylaws confers the right to fix the date upon members.

(b) Place. Annual meetings and special meetings shall be held at such place, within or without the State of New York, as the directors may, from time to time, fix. Whenever the directors shall fail to fix such a place, or whenever members entitled to call or convene a special meeting shall convene the same, the meeting shall be held at such place within the State of New York as the Board of Directors may fix, or, if the directors fail to fix the place within the State of New York at a place fixed by the members.

(c) Call. Annual meetings may be called by the directors or by any officer instructed by the directors to call the meeting. Special meetings may be called in like manner or upon the written demand of members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, which shall not be less than two nor more than three months from the date of such written demand.

(d) Notice or Actual or Constructive Waiver of Notice. Written notice of all meetings shall be given in advance of the meeting, stating the place, date, and hour of the meeting, and, unless it is an annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. The notice of an annual meeting shall state that the meeting is called for the election of directors and for the transaction of other business which may properly come before the meeting, and shall (if any other action which could be taken at a special meeting is to be taken as an annual meeting) state the purpose or purposes of the meeting. The notice of a special meeting shall in all instances state the purpose or purposes for which the meeting is called; and, at any such meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice. If the directors shall adopt, amend, or repeal a Bylaw regulating an impending election of directors, the notice of the next meeting for election of directors shall set forth the

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Bylaw so adopted, amended, or repealed, together with a concise statement of the changes made. A copy of the notice of any meeting shall be given to each member at his/her record address or at such other address which he/she may have furnished by request in writing to the Secretary of the Corporation. If the notice is given personally or by first class mail, it shall be given not less than ten nor more than fifty days before the date of the meeting or, if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. Notice by mail shall be deemed to be given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Post Office Department. If a meeting is adjourned to another time or place, and, if any announcement of the adjourned time or place is made at such meeting, it shall not be necessary to give notice of the adjourned meeting unless the directors, after adjournment, fix a new record date for the adjourned meeting. Notice of a meeting and/or of the lapse of any prescribed period of time need not be given to any member who submits a signed waiver of notice and/or of the lapse of any prescribed period of time before or after the meeting. The attendance of a member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver by him/her of notice to him/her of the time, day, location and purpose thereof.

(e) Members List or Record Challenge. A list or record of members as of the record date, certified by the secretary or other officer responsible for its preparation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, if any, or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

(f) Annual Report of Directors. The Board of Directors shall present at each annual meeting of members its report, which shall set forth the information, and shall be verified or certified in the manner,  
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prescribed by Section 519 of the Not-for-Profit Corporation Law. Such report shall be filed with the records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of such annual meeting of the members.

(g) Conduct of Meeting. Meetings of the members shall be presided over by one of the following officers in the order of seniority and if present and acting – the President, a Vice-President, or, if none of the foregoing is in office and present and acting, by a chairman to be chosen by the members. The Secretary of the Corporation shall act as secretary of every meeting, but if the Secretary is not present, the chairman of the meeting shall appoint a secretary of the meeting.

(h) Proxy Presentation/Delegates. Every member may authorize another person or persons to act for him/her by proxy in all matters in which a member is entitled to participate, whether by waiving notice of any meeting or the lapse of any prescribed period of time, voting or participating at a meeting, or expressing consent or dissent without a meeting. Every proxy must be signed by the member or his/her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by the Not-for-Profit Corporation Law. The Board of Directors may, by resolution duly adopted, authorize the election of representatives or delegates of the members who, when assembled within or without the State of New York, shall have and may exercise all of the powers, rights and privileges of members at an annual meeting.

(i) Inspectors – Appointment. The directors, in advance of any meeting, may, but need not, appoint one or more inspectors to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his/her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and

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according to the best of his/her ability. The inspectors, if any, shall determine the number of membership certificates or cards, if any, or the number of memberships, outstanding and the voting power of each, the membership certificates or cards, if any, or the number of memberships represented at the meeting, the existence of a quorum, the validity and effect of the proxies, and shall receive votes, ballots or contents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots, or contents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member, the inspector or inspectors, if any, shall make a report in writing of any challenge, question, or matter determined by him/her or them and execute a certificate of any fact found by him/her or them.

(j) Quorum. Except for a special election of directors pursuant to Section 604 of the Not-for-Profit Corporation Law, and except as herein otherwise provided, the members entitled to cast one tenth of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.

(k) Voting. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Any other action to be taken by vote of the members shall be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote except where the Not-for-Profit Corporation Law or the Certificate of Incorporation of the Corporation or these Bylaws prescribes a different proportion of votes.

#### 1.9 MEMBERSHIP ACTION WITHOUT MEETINGS

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all members entitled to vote thereon.

ARTICLE II  
GOVERNING BOARD

2.1 FUNCTIONS AND DEFINITIONS

The business, property and affairs of the Corporation shall be managed, supervised and controlled by a governing board, which is herein referred to as the “Board of Directors” (notwithstanding that the members thereof may otherwise bear the titles of trustees, managers, or governors or any other designed title). The word “director” or “directors” likewise herein refers to a member or to members of the governing board notwithstanding the designation of a different official title or titles. The use of the phrase “entire Board” herein refers to the total number of directors which the Corporation would have if there were no vacancies on the Board of Directors. The Board of Directors shall, except as limited by the Certificate of Incorporation of the Corporation, these Bylaws or applicable law, be vested with the powers possessed by the Corporation itself, including the powers to determine the policies of the Corporation and prosecute its purposes, to appoint and remunerate agents and employees, to manage and disburse the funds of the Corporation, and to adopt such rules for the conduct of its business as shall be deemed advisable and not inconsistent with the Certificate of Incorporation of the Corporation of these Bylaws (in their present form or as they may be amended) or any applicable law.

2.2 QUALIFICATIONS, NUMBER

Each director shall be at least eighteen years of age. A director shall be a member during his/her directorship, and a resident of the State of New York. No member of the Board of Directors shall receive compensation for service as a director.

2.3 NOMINATIONS

Nominations of candidates for the Board of Directors shall be made by the Nominating Committee. All nominees must be members of the Corporation in good standing for one (1) year or more at the time of election. The Chairman of the Nominating Committee shall notify the candidates of their selection and shall

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secure in writing his or her consent to have their name placed in nomination. Additional nominations for directors may be made at the annual meeting of members by the members.

#### 2.4 ELECTION AND TERM

The Board of Directors shall be divided into three classes; Class I, Class II, and Class III, each consisting of five (5) directors per class, with the term of office of one class expiring each year and in the case of each class, until their respective successors are elected and qualify. Each director shall serve for a term ending on the date of the third annual meeting of members following the annual meeting at which such director was elected. In the event of any change in the authorized number of directors, any newly-created directorships or any decrease in the number of directorships shall be so apportioned among the classes so as to, so far as possible, equalize the number of directors in each class. If any newly created directorship shall be filled by the Board of Directors, the director elected to fill such newly- created directorship shall not be classified until the next annual meeting of members. In the interim between annual meetings of members or of special meetings of members called for the election of directors, newly created directorships and any vacancies in the Board of Directors, including vacancies resulting from death, resignation, incapacitation or the removal of directors for cause or without cause, may be filled by the vote of the remaining directors then in office. Such appointees shall serve only for the unexpired term of his or her predecessor.

#### 2.5 MEETINGS

(a) Time. The Board of Directors shall hold a minimum of four (4) regular meetings annually including the annual meeting to consider adoption of the annual budget; to consider reports and recommendations of committees; to conduct the business of the Corporation and to consider other appropriate actions.

(b) Place. Meetings shall be held at such place within or without the State of New York as shall be fixed by the Board.

(c) Call. No call shall be required for regular or annual meetings for which the time and place have been fixed. Special meetings shall be called by the President upon the demand in writing of at least 10/2001

one-fifth of the entire Board or by the President upon his or her own initiative.

(d) Notice or Actual or Constructive Waiver. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat unless the lapse of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

(e) Quorum and Action. Directors constituting at least one-third of the entire Board shall constitute a quorum; provided, however, that if the Board shall consist of more than fifteen (15) members, five (5) members plus one additional member for every ten members, or fraction thereof, in excess of fifteen (15) shall constitute a quorum. Except as otherwise provided by the Not-for-Profit Corporation Law and except as in these Bylaws otherwise provided, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. The President may, due to extraordinary conditions or circumstances, obtain a majority vote of the directors, by phone, to conduct emergency business of the Corporation.

(f) Chairman of the Meeting. The President, or in his/her absence the Vice President or such other director as may be chosen by the directors present, shall preside at all meetings of the Board and act as chairman thereof.

## 2.6 REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause or without cause by vote of the members. One  
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or more of the directors may be removed for cause by the vote of two-thirds of the Board of Directors present and voting at a regular or special meeting of the Board; provided that there is a quorum of not less than a majority present at the meeting at which such action is taken. Cause is hereby defined to be the neglect of duty or conduct deleterious to the Corporation, as determined in the reasonable discretion of the Board of Directors.

#### 2.7 ACTION WITHOUT MEETINGS

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

#### 2.8 PARTICIPATION BY CONFERENCE TELEPHONE

Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of any such committee, as the case may be, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; and participation by such means shall constitute presence in person at a meeting.

#### 2.9 ABSENCES

Any director absent from a meeting of the Board of Directors shall notify the President in writing of the reason for such absence. The Board of Directors shall decide in each instance if the absence is excusable. Two consecutive unexcused absences shall, if a majority of the Board of Directors so elects, disqualify any member, and his or her position on the Board of Directors shall be declared vacant.

## ARTICLE III

### COMMITTEES AND ADVISORS

#### 3.1 COMMITTEES

(a) Establishment of Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from their number two or more directors and a number from the general membership that is deemed necessary, to constitute the standing committee set forth in Section 3.2 of this Article III and such other standing committees which the Board deems necessary and proper to accomplish the objectives of the Corporation, each of which committees, to the extent provided in these Bylaws or the resolution designating it, shall have the authority of the Board of Directors with the exception of any authority the delegation of which is prohibited by Section 712(a) of the Not-for-Profit Corporation Law. The Board of Directors may also create such special committees of the Board as it deems desirable and the members of such special committees shall be appointed by the President (acting as Chairman of the Board), with the consent of the Board, from the Board or from the general membership. Special committees shall have only those powers delegated to them by the Board and in no case shall have any of the powers which are not authorized for standing committees under Section 712(a) of the Not-for-Profit Corporation Law. Special committees of the Board shall be of such size and their members shall have such terms as set forth in the resolution authorizing their establishment.

(b) Election. Members of all standing committees shall be elected annually by the Board of Directors at its first annual meeting each year. Any vacancy on a committee may be filled by the Board and any member of a committee may be removed therefrom at any time, with or without cause, by the affirmative vote of the Board of Directors. (Statements herein relating to “terms” of service shall be understood to mean terms commencing from the conclusion of the first annual meeting of the Board in a given year and ending upon the conclusion of the first annual meeting of the Board in the immediately following year.)

(c) Subject to Board Rules. Unless otherwise indicated in the Bylaws, standing and special committees will function in accordance with rules and regulations set forth by the Board of Directors and their work shall be subject to the approval of the Board of Directors.

### 3.2 STANDING COMMITTEES

The Corporation shall have the following Standing Committees:

A. Executive Committee

There shall be an Executive Committee of the Board of Directors consisting of the President, the Vice President(s), the Secretary and the Treasurer of the Corporation. The Executive Committee shall have the authority to exercise, when necessary or advisable, the authority of the Board in the management of the affairs of the Corporation between meetings of the Board of Directors. In such matters, the Executive Committee shall have and may exercise any and all powers of the Board of Directors, subject to the limitations set forth in Section 712(a) of the Not-for-Profit Corporation Law. Three (3) members, one of whom must be the President of the Corporation shall constitute a quorum of the Executive Committee and three (3) votes shall be required for any official action by the Executive Committee.

B. Bylaws Committee

There shall be a Bylaws Committee established by the Board of Directors to annually review the Bylaws of the Corporation and to recommend amendments or revisions, if any, to the Board.

C. Nominating Committee

There shall be a Nominating Committee established by the Board of Directors to submit to the membership nominations for the Board of Directors as described in Article II, Section 2.3 of these Bylaws. The Nominating Committee shall not nominate any of its members to serve as a director.

D. Membership Committee

There shall be a Membership Committee established by the Board of Directors to develop, implement and maintain a membership program for the Corporation including: actively soliciting new members, maintaining an updated membership list, providing information to members, coordinating renewal

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of membership and making appropriate recommendation for action to the Board of Directors.

E. Information and Education

There shall be an Information and Education committee established by the Board of Directors which shall (i) establish and maintain an educational program for the provision of information, training and publications to members and information to the public, and (ii) coordinate and supervise the publication of any Corporation publications.

F. Legislative Awareness Committee

There shall be a Legislative Awareness Committee established by the Board of Directors, establish and maintain a legislative awareness program to keep members of the Corporation informed about current and proposed state and federal legislation that may affect members and their activities in connection with wildlife. The Legislative Awareness Committee shall report relevant findings to the Board of Directors, recommend actions to be taken by the Board of Directors and serve as liaison with governmental agencies and other governmental bodies or offices to provide expert advice and recommendations.

G. Ethics Committee

There shall be an Ethics Committee established by the Board of Directors which shall establish and maintain a code of ethics governing members of the Corporation. The Ethics Committee shall investigate any formal written complaints of violations of such code of ethics, initiate investigations on its own and make recommendations for appropriate action to the Board of Directors to ensure a comprehensive ethical component for the Corporation.

### 3.3 ADVISORS

The Board of Directors may, from time to time, appoint an individual(s) to serve as an advisor(s) to provide the Board with advice and information. Advisors shall be appointed annually and shall be appointed from the general membership or the public-at-large. An advisor shall not be empowered or authorized to exercise any power or authority of the Board of Directors in the management of the affairs of the Corporation. An advisor may be removed, with or without cause, by vote of the Board of Directors.

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## ARTICLE IV

### OFFICERS OF THE BOARD

#### 4.1 ELECTION AND TERM

The directors shall elect a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as they may determine. The President, all Vice Presidents, Secretary, Treasurer and such other officers shall be elected from among the directors. Any two or more offices may be held by the same person except the offices of President and Secretary. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of members and until his or her successor has been elected and qualified. A President, Vice President, Secretary and Treasurer may not serve for more than nine (9) consecutive terms in the same office. An officer may again be eligible for election to a particular office in which he/she has served for nine (9) consecutive terms after not serving in such office for one (1) year.

(a) President. The President shall be the chief executive officer of the Corporation. The President shall oversee administration of the affairs of the Corporation; preside over all regular meetings and special meetings of the Board of Directors; appoint members to special (but not standing) committees of the Board with the consent of the Board and perform the usual duties typical and reasonable for this office. The President shall be an ex officio member of all committees without the right to vote unless specifically designated by the committee chairman or formally elected by the Board to that committee.

(b) Vice President. The Vice President shall act as primary assistant to the President and perform duties as assigned by the President or the Board. In addition, the Vice President (or, if there is more than one Vice President, such Vice President as the Board may appoint by majority vote) shall perform the duties of the President in the event of the President's inability to act by reason of death, incapacitation or other cause.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors. The Secretary shall maintain a current membership list of the Corporation and attend to all correspondence

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as directed by the President. The Secretary shall ensure that all clerical duties necessary and appropriate to conducting the business of the Corporation are addressed.

(d) Treasurer. The Treasurer shall have custody of all the Corporation funds in the name of the Corporation, subject to such rules as may be imposed by the Board. The Treasurer shall maintain accurate records of all finances; provide written financial statements; render a report of the corporation finances when so requested by the Board; deposit all checks and other obligations to the credit of the Corporation at such bank, banks or other depositories, and assure that authorized disbursements are made therefrom, as the Board may designate; and executive financial transactions in the name of the Corporation as duly authorized by the Board of Directors or the President.

#### 4.2 POWERS AND DUTIES

Except as otherwise provided herein, officers shall have the powers and duties defined in the resolution appointing them.

#### 4.3 REMOVAL

The Board of Directors may at any time remove any officer for cause or without cause.

### ARTICLE V

#### BOOKS AND RECORDS

The Corporation shall keep at the office of the Corporation or entrusted to the Secretary within the State of New York correct and complete books and records of account and shall keep minutes of the proceedings of the members, of the Board of Directors, and/or any committee which the directors may appoint, and a list or record containing the names and addresses of all members. Any of the foregoing books, minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

### ARTICLE VI

CORPORATE SEAL

The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and shall be subject to change, from time to time by the Board of Directors.

ARTICLE VIII

AMENDMENT OF BYLAWS

The members entitled to vote in the election of directors or the directors, upon compliance with any statutory requisite, may amend or repeal the Bylaws and may adopt new Bylaws. Bylaws adopted by the members or directors may be amended or repealed by the members or directors, as the case may be. Proposed amendments may also be submitted to the Board of Directors by a petition delivered to the President and signed by at least ten percent (10%) of the number of voting members as of December 31 of the preceding year. Amendments submitted by petition shall not require the approval of the Board of Directors. The Board of Directors shall present any such proposed amendments or revisions for consideration and vote at the next annual meeting of members, provided such petition is received by the President at least ninety (90) days prior to the date of such annual meeting.

ARTICLE IX

INDEMNIFICATION

9.1 NON-EXCLUSIVITY

The indemnification and advancement of expenses granted pursuant to, or provided by, this Article IX shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification

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or advancement of expenses may be entitled, whether contained in the Certificate of Incorporation of the Corporation or, when authorized by such Certificate of Incorporation or these Bylaws, (a) a resolution of members, (b) a resolution of directors, (c) an agreement providing for such indemnification; provided that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled. Nothing contained in this Article IX shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

#### 9.2 INDEMNIFICATION AGAINST THIRD PARTIES

The Corporation shall, upon the approval of a majority of the Board of Directors, indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he/she, his/her testator or intestate, was a director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which he/she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful. The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself,

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create a presumption that any such director or officer did not act in good faith, for a purpose which the reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation or that he/she had reasonable cause to believe that his/her conduct was unlawful.

### 9.3 INDEMNIFICATION AGAINST DERIVATIVE ACTIONS

The Corporation shall, upon the approval of a majority of the Board of Directors, indemnify any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any other corporation of any type or kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director or officer acted, in good faith, for a purpose which he/she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

## ARTICLE X

### PARLIAMENTARY PROCEDURE

10.1 INTERPRETATION AUTHORITY

The Board of Directors shall be the final authority in interpretation of the Bylaws and other rules of the Corporation.

10.2 PARLIAMENTARY RULES

The parliamentary rules stated in the current edition of Robert's Rules of Order, as reasonably interpreted by the Board of Directors, shall govern all meetings of the Corporation, except as otherwise provided for in any applicable law or in these Bylaws.



Policies adopted by NYSWRC board of directors and attached to bylaws: Feb. 7, 2010

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File out at end of each fiscal year (Dec. 31), review, and update if needed annually:

**NYSWRC Estimated number of volunteers Policy:**

Policy: The President of the Board will estimate the number of hours of volunteer service and provide this information to the Treasurer by Dec. 31 of each year. This information will be solicited from board members. This will refer to the number of hours each board member donated to NYSWRC during the past year. Volunteer hours from general members helping NYSWRC (ie. Room moderators, bakers, store helpers, etc.) may also be included in this estimated number.

**NYSWRC Review of federal form 990 prior to submissions to IRS Policy:**

Policy: The Treasurer will send the appropriate tax information to the CPA on an annual basis. The CPA will prepare the documents for review by the members of the budget committee, headed by the Treasurer, and will be reviewed and signed by the President prior to filing.

**NYSWRC Document Retention and Destruction Policy**

Policy: Written meeting minutes will be kept and retained by the Secretary of the organization. These will include financial reports. These records will not be destroyed unless with approval of the board of directors at such time as the organization dissolves. The Treasurer shall maintain, and retain, records of all finances for a minimum of five years.

**NYSWRC Whistle Blower Policy:**

Policy: Federal and state law provide protection to individuals who are discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against as a result of their disclosure of illegal and/or unethical activities.

We encourage open communication among our staff, management, board members and volunteers. We believe it is everyone's responsibility to report anything that appears to be out of compliance with our policies and procedures, by-laws, any law or regulation under which we operate. We value your input, take your reports seriously and will investigate issues reported to us. You will not be retaliated against for making a report of something that you believe in good faith may constitute non-compliance. Anything that you believe constitutes retaliation should be reported to the Board member designated below.

We also routinely audit and monitor our activities to ensure that we are in compliance with all applicable laws, rules and regulations under which we operate. You may be asked to participate in such an audit. Under no circumstances will your participation in an internal audit subject you to retaliation. Anything that you believe constitutes retaliation should be reported immediately to the board member designated below.

Any violation of this policy will result in disciplinary action, up to and including termination.

List the board member designated to receive complaints:  
Secretary, and or President

**NYSWRC Public Document Availability:**

Policy: Any individual may request organizational records of documents (including, Federal Form 990, Form 1023, state Form ST 101, Charities Registration, Bylaws, minutes, and financial reports) by contacting the President or Secretary of the organization, and submitting a written request including their name and address. A copy and mailing fee, to cover these costs, may be assessed. A statement to this effect will be placed, and retained, on the organization's web site.

**NYSWRC Annual Financial Review with Annual President's Report Policy,**

Policy: In accordance with the NYSWRC bylaws and the New York State Not-For-Profit Law, the Board of Trustees (Directors) will present an Annual Financial Review, for the prior fiscal year ended December, prepared by the Treasurer and subject to independent review, in writing and available at the Annual Meeting. The President will prepare and present, in writing and available at the Annual Meeting, a summary report of the year's organizational and Board activities. Such report may also contain committee chairperson reports if so desired. The combined Financial and president's Reports shall be considered the Annual Report to Members and may be reproduced in the NYSWRC newsletter and/or on the website.

**NYSWRC Annual Establishment of Meeting Schedule,**

Policy: In accordance with the NYSWRC bylaws, the President shall establish a yearly calendar of Board Meetings that will be presented at each Annual Meeting and in the newsletter and/or on the website. The calendar will contain a minimum of four meetings (including the Annual Meeting as the first) with additional meetings scheduled at the need of the President or other trustees. No deviation from the schedule will occur without just cause. Meetings may be held via telephone conference call.

**NYSWRC Conflict of Interest Policy,**

Policy: Any duality of interest or possible conflict of interest on the part of any Board member should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

Any Board member having a duality of interest of possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and he or she should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

The foregoing requirements should not be construed as preventing the Board member from briefly stating his or her position in the matter nor from answering pertinent questions of other Board members since his or her knowledge may be of great assistance.

**Related Party Transaction Disclosure Policy,**

Policy: NYSWRC has an obligation to disclose related party transaction in order to present fairly its financial statements in conformity with the generally accepted accounting principles. In addition, The New York State Not-For-Profit Law places a duty upon officers and directors to disclose transactions in which they have an interest and to refrain from participating in the approval of such transactions.

Therefore, employees and trustees will be required, annually or as necessary, to provide answers to the attached disclosure questionnaire.

**NYSWRC Related Party Transaction Disclosure Form.**

1. Name \_\_\_\_\_  
Address \_\_\_\_\_  
Position within NYSWRC \_\_\_\_\_
2. Have you, or any relative of yours, had any financial or material interest, direct or indirect, in any transaction, pending or incomplete, to which NYSWRC is, or is to be, a party? \_\_\_yes \_\_\_no  
If yes, please describe the transaction. \_\_\_\_\_
3. Have you, or any related party of yours, been indebted to NYSWRC at any time? Please exclude amounts due for purchases on usual trade items, for ordinary travel and expense advances.  
\_\_\_yes \_\_\_no
4. Please list name(s) of any NYSWRC director or employee who may be related to you, their address, and position held: \_\_\_\_\_

The answers to the foregoing questions are correctly stated to the best of my knowledge and belief.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_