

Bylaws
of
the
Election Commissioners' Association
of New York

ARTICLE I - ORGANIZATION

Section 1: Name

The Corporation shall be known as the ELECTION COMMISSIONERS' ASSOCIATION OF NEW YORK (the "Association").

Section 2: Philosophy, Principle and Policy

The philosophy, principle, and policy on which this Association is founded commands the presence and participation of ALL Association Members regardless of geographical location and/or population of said Member County. The Corporation is formed as a charitable corporation as defined in section 201 of the Not-For-Profit Corporation Law.

The Corporation is organized and operated exclusively for charitable purposes and is organized and authorized to do everything suitable and permissible and in having and exercising any and all powers, rights and privileges which a corporation organized as a charitable corporation under the Not-For-Profit Corporation Law and the other laws of the State of New York may now or hereafter have or exercise by law for the accomplishment of its charitable purposes.

Specifically, the Corporation is organized to provide assistance in the form of education, training, support, consultation, and advice to election officials and employees, in furtherance of promoting greater voter participation in elections in New York State, and improving voting processes and systems, all in the promotion of education and social welfare, on a non-partisan, non-political basis

The purposes of the Corporation are set as forth in the Certificate of Incorporation, as may be amended from time to time.

In addition, the Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the Corporation's specific and primary purposes. However, the Corporation must not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

The Corporation shall not engage in any activity that is unlawful under the laws of the United States, the State of New York, or any jurisdiction where such activities are carried on. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of

the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Article II - MEMBERSHIP

Section 1: Members

Membership in the Association shall consist of Election Commissioners and the Executive Director and Deputy Executive Director of Board of Elections in the City of New York, employees of Boards of Elections and Honorary Members. Membership in the Association will run from January 1st to December 31st of each year.

Section 2: Setting Dues

Commissioners of Boards of Elections and Executive Director and Deputy Executive Director of the Board of Elections in the City of New York shall be eligible for Membership in the Association on payment of an annual Membership Fee, to be set by the Board of Directors and announced at the Summer Conference for the following calendar year.

Section 3: Eligibility

All other employees of Boards of Elections shall be eligible for Membership in the Association on payment of an annual Membership Fee to be set by the Board of Directors and announced at the Summer Conference for the following calendar year.

Section 4: Dues

Dues to the Association are payable by March 1st of every year. If a Commissioner of Elections or the Executive Director or Deputy Executive Director of the Board of Elections in the City of New York has not paid his/her dues, they shall not be permitted to vote at any meeting of the Association. Their name shall be listed on the official roster with an asterisk (*) next to it. There shall be a notation of explanation on the roster that indicates (* not a current Member of the Association). Dues paid in January shall cover voting through the Winter Conference of the following year.

Section 5: Honorary Members

Any person being a former Member of the Association may be elected an Honorary Member and Election Commissioners who were Members shall automatically upon retirement become Honorary Members with no dues required.

Section 6: Membership Restrictions

Membership in this Association does not disqualify you from retaining membership in or joining any other election-related association, nor the holding of an office in said association.

ARTICLE III – MEETINGS OF THE MEMBERS

Section 1: Regular Meetings

The Association shall meet at least twice in each year at a Seminar and School of Instruction (hereinafter referred to as “Conference”, “Conferences”, “Winter Conference” and/or “Summer Conference”) at the call of the President.

Section 2: Special Meetings

The President or the Secretary upon the written request of at least ten Election Commissioners including the Executive Director and Deputy Executive Director of the Board of Elections in the City of New York must call a special meeting of the Association.

Section 3: Meeting Notices

All notices will be sent by e-mail unless specifically requested to be sent by mail.

Section 4: Quorum

Forty Members shall constitute a quorum for the transaction of business.

Section 5: Membership Class

All classes of Membership shall be entitled to participate in the deliberations of the Association, but only Election Commissioners and Executive Director and Deputy Executive Director of the Board of Elections in the City of New York who are current Members of the Association shall be entitled to vote. There shall be two (2) votes per county, one vote per party, with the City of New York as a whole having two additional votes, one per party.

Section 6: Voting in the Absence of Election Commissioners

Whenever any Election Commissioner who is a current Member of the Association, is absent from any meeting of the Association his/her deputy, if a Member of the Association shall have the same rights and privileges as the Commissioner would have if present. For a Commissioner of Elections within the City of New York, and/or any other County who does not have a deputy and who is absent from any meeting of the Association, said

Commissioner may designate in writing a Board of Elections in the City of New York/County Board employee, who, as a Member of the Association, shall exercise the rights and privileges of said Commissioner, if he/she were present.

Section 7: Restriction on the Expenditure of Funds

A resolution to expend Association funds in excess of \$1,000.00 shall be presented for approval to the Board of Directors.

Section 8: Submission of Resolutions

Any Association member in good standing may present a resolution, in writing, to the Secretary a minimum of 45 days before a meeting of the Association. The Secretary will then forward such resolution to all Members in good standing for their review in accordance with these Bylaws.

ARTICLE IV – BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

Section 1: Board of Directors, Officers, Qualifications and Terms

The Board of Directors shall consist of twelve members of the Association elected for a term of one year. Six members of the Board of Directors shall be Republicans and six members shall be Democrats, chosen by their respective party caucuses. The political party caucus entitled to name the Chairperson for that year shall elect the Chairperson of the Board of Directors. A Vice-Chairperson shall be selected from within the Board of Directors, who shall be from the same political party as the Chairperson. The Vice Chairperson shall in the absence of the Chairperson, perform the duties of the office of Chairperson.

Members of the Board of Directors must be Election Commissioners or the Executive Director or Deputy Executive Director of the Board of Elections in the City of New York.

The Board of Directors shall govern the affairs of the Association between seminars and shall meet at the call of the Chairperson. No one person shall be a member of this committee for more than four (4) consecutive years nor Chairman or

Vice Chairman for more than two (2) consecutive years. Members are encouraged to give every Association Member, representing every county in the State, an opportunity to serve this organization. The Board of Directors meetings shall be held at any meeting of the Association, as well as the NYS

Board of Election conference and/or at locations within the State sensitive to all members of the Board of Directors. If a member of the Board of Directors is absent from a meeting and the absence is not filled in accordance with the provisions of Article II Section 6 of these By-Laws, then the caucus leader of the absent member's party may appoint a commissioner of the same party to fill the vacancy for the purposes of that meeting.

There shall also be Officers of the Board of Directors which shall consist of the President, First Vice President, Second Vice President, Third Vice President, and Secretary/Treasurer. All Officers except for the Secretary/Treasurer shall be elected by the Members from among the members of the Board of Directors for a one-year term at the Annual Summer Seminar and School of Instructions. The Secretary/Treasurer of the Association shall be a Commissioner, Deputy Commissioner, or the Executive Director or Deputy Executive Director of the Board of Elections in the City of New York and shall be selected for a four (4) year term at the Annual Summer Seminar in each presidential year, with the caucus of each political party alternating in naming the Secretary/Treasurer .

Section 2. Board of Directors Meetings and Voting.

At each meeting of the Board, the presence of a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Except as otherwise provided by statute or these by-laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board,

including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

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 to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 3. President

The President shall preside at all meetings of the Association, except Committee meetings, and shall be an ex-officio member of all Committees. The President must be an Election Commissioner or the Executive Director or Deputy Executive Director of the Board of Elections in the City of New York who is a Member of the Association.

The President shall:

1. Present the Board of Directors to the Association at the inaugural ceremony at the Summer Conference.
2. Contract all expenses per approval by the Board of Directors
3. Correspond with Committees, and commissioners. Respond to correspondence and/or make Association correspondences to the press etc.
4. Attend all Board of Directors meetings to vote on Association business.
5. Work with the Program Chair to print agendas, set up rooms and assist with program topics and guests.
6. Appoint members to the following Committees and select chairs: Web Pages, Program Committee, Historian, Voting Machine, Bylaws and Regional Chairs and any other "Special Committees" that may need to be formed.
7. Act as a Liaison with the State Board of Elections.
8. Assist with the education and exchange of information with Federal, State and Local Officials.
9. Contribute an article for the "ECA Reporter" for each publication.
10. Be available to assist the Association Officers if requested.

Section 4: First Vice President

The First Vice President shall, in the absence of the President, perform the duties of the office of President. The First Vice President must be an

Election Commissioner or the Executive Director or Deputy Executive Director of the Board of Elections in the City of New York who is a member of the Association.

The First Vice President shall:

1. Continue securing location and activities for the 2 (two) Conferences that will take place in the following calendar year and keep the Board of Directors updated.
2. Attend all Board of Directors meetings.
3. Serve as the “Information Exchange” Chairman.
4. Head one of the programs for each conference.
5. Contribute an article for the “ECA Reporter” for each publication.
6. Secure “parting gift” plaque for the outgoing President.
7. Be available to assist the Association Officers if requested.

Section 5: Second Vice President

The Second Vice President shall, in the absence of the President and First Vice President, perform the duties of the office of President. The Second Vice President must be an Election Commissioner or Executive Director or Deputy Executive Director of the Board of Elections in the City of New York who is a member of the Association.

The Second Vice President shall:

1. Bring suggestions for the Conference location for the Summer Conference for two years from the assumption of this office and following Winter Conference to the Board of Directors and begin securing dates and amenities information once approval has come from the Board of Directors.
2. Attend all Board of Directors Meetings.
3. Head one of the programs for each of the conferences
4. Contribute an article to the “ECA Reporter”.
5. Be available to assist the Association Officers if requested.

Section 6: Third Vice President

The Third Vice President shall, in the absence of the President, the First Vice President and the Second Vice President, perform the duties of the office of President. The Third Vice-President must be held by an Election Commissioner or the Executive Director or Deputy Executive Director of the Board of Elections in the City of New York who is a member of the Association.

The Third Vice President shall:

1. Work with the Second Vice President and other officers to gain a better understanding of how the ECA

operates.

2. Head one of the programs for each of the conferences.
3. Contribute an article to the "ECA Reporter".
4. Be available to assist the Association Officers if requested.

Section 7: Unfulfilled Duties

Should any of the Vice Presidents not fulfill their duties, upon the recommendation of the Board of Directors, the Caucus Chairman of the party of that Vice President shall assume those responsibilities until the caucus chooses a replacement.

Section 8: Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of the proceedings of the Association and shall also act as Secretary of the Board of Directors. The Secretary/Treasurer shall have the care and custody of the funds of the Association, collect fees and pay all obligations of the Association under the direction of the President. The Secretary/Treasurer shall be a Commissioner, Deputy Commissioner, Executive Director or Deputy Executive Director of the Board of Elections in the City of New York. The Secretary/Treasurer shall be paid a stipend for service rendered in an amount fixed by the Board of Directors from time to time.

With the Winter Conference package, the Secretary/Treasurer shall distribute an "Offices To Be Filled" listing for the Summer Conference. Such listing will be developed by the Board of Directors, stating the office(s) to be filled, and the term of office.

The Secretary/Treasurer shall receive any requests for resolutions to expend Association funds in excess of \$1,000.00 from any Association Member in good standing. Said request for a resolution shall be forwarded to the Board of Directors for a decision.

Section 9: Standing Committees

The President shall establish an Audit -Finance Committee which shall consist solely of Independent Directors. An Independent Director shall be defined as a Director who: (i) is not, and has not been within the last three years, an employee of the Association and does not have a relative who is, or has been within the last three years, a key employee of the Association or any affiliate; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Association or any affiliate; and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative

who is a current officer, director or employee of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Association or any affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions.

The Audit-Finance Committee shall:

- i. Oversee accounting and financial reporting processes
- ii. Oversee the audit of the Association's financial statements as required by law
- iii. Retain an auditor annually if required
- iv. Review audit results with the auditor if required
- v. Review the scope and planning for the auditor prior to audit if required
- vi. Review materials weaknesses, restrictions on scope, significant disagreements, and adequacy of audit processes following the audit if required
- vii. Annually consider the auditor's performance and independence, and/or review annually if the retention of an audit is required
- viii. Review the Association's monthly cash-flow statements, financial statements and such other financial records of the corporation as necessary to adequately report to the Board of Directors at each Board meeting as to the economic health of the Association.

Section 10: Identifying Candidates for Association Officers

The Presidency of the Association shall rotate between the two major political parties every year and the selection of candidates for elected officers and committees shall be left entirely to the majority of respective political parties in caucus.

Section 11: Vacancies

In the event of a vacancy in any office due to death, resignation, or the office holder is no longer qualified to hold such office, the members of the same party who sit on the Board of Directors will appoint a qualified person (of the same party as the person who vacated such office) as soon as possible. At the next meeting of the Association the party to which the person who vacated the office was a member shall caucus and recommend a person to fill such vacancy, for the remainder of the term, to the full Membership of the Association.

Section 12: Winter Conference Contract Proposals

The First, Second and Third Vice Presidents are encouraged to work as a team to establish the best possible pricing for the Winter Conference to be held within a reasonable distance to the Capital District. Proposals are to be reviewed and discussed with the Board of Directors.

It shall be the responsibility of the First Vice President to receive conference proposals from any and all Counties, no later than the Winter Conference prior to the First Vice President becoming President. Said package proposals would be used as a tool for the selection of the Summer Conference the year the First Vice President is President. Said recommendations shall be reviewed by the Board of Directors.

Section 13: Program Committee

Each year, the newly elected President shall appoint a bi-partisan Program Committee. This Committee serves for both the Winter and Summer Conferences for the following year. The President is encouraged to submit said programs to the Board of Directors for their review and comment. The incoming President and Board of Directors are also encouraged to include:

- Questions & Answers by the State Board of Elections;
- Reports from the Chairpersons of the NYS Senate and Assembly Law;
- Committees and/or their staffs; Guest Speakers;
- Schedule meetings of counties that are of comparable size in order to discuss;
- Mutual problems and how various boards have been dealing with them, etc.

At each Winter Conference, the First Vice President shall distribute program questionnaires to all Commissioners, requesting their comments for programs for the following year. All Members are encouraged to submit program suggestions that include but are not limited to the following: programs already in place and working in a County, problem areas, what might be anticipated as problem areas, etc.

Section 14: Identifying Conference Attendees

Invitations for all conferences and school of instructions, under the signature of the President, shall be issued to the following individuals:

- The NYS Election Commissioners;
- the NYS Board of Elections;
- the Governor, and appropriate members of his or her staff;
- the Chairpersons of the NYS Senate and Assembly Election Law Committees and appropriate members of their staffs;
- the Majority Leader of the Senate and the Speaker of the Assembly, and appropriate members of their respective staffs;
- the State Chairs of all major political parties;
- host County's Elected Officials;
- NYS League of Women Voter's (both local and state);
- Vendors;
- Guest speakers.

ARTICLE V - APPOINTMENT OF COMMITTEES BY PRESIDENT

Section 1: Committees to be appointed by President

The President shall appoint the Resolutions & By-Laws Committee and such other committees as he or she shall see fit to appoint. Appointments by the President of members on these Committees shall be on a bipartisan basis with equal representation of Republican and Democratic members of the Association.

ARTICLE VI - ORDER OF BUSINESS

Section 1: Regular Meetings

At each Conference the following shall be the order of business:

- Roll Call by Counties
- Report of the President
- Report of Secretary/Treasurer
- Report of Chairman of the Board of Directors
- Report of Chairman of the Election Commissioners' Association of New York Legislative Committee, Inc.
- Report by the Site Selection Committee
- Other Business
- Election of Board of Directors and Officers at the Summer Conference unless needed to fill vacancies

ARTICLE VII - AMENDMENTS TO BY-LAWS

Section 1: Requirements for Amendments

Amendments may be made by majority vote of the Members of the Association present at a meeting at which there is a quorum, provided a copy of the proposed amendment is sent by e-mail (unless specifically requested to be sent by mail) not less than 30 days before the date of the meeting of which such amendment is considered.

Section 2: Emergency Amendments

Emergency amendments may be made at a regularly called meeting without prior notice of said amendment, only if a quorum is present and the vote on such emergency amendment is unanimous.

Section 3: Effective Dates for Changes to the Bylaws

These By-Laws and any further amendments to it, shall become effective immediately upon their adoption.

Section 4: Life Members

A Resolution regarding Life Membership shall be submitted by a bipartisan committee to be presented at a conference for a vote by the entire Membership for approval. The Life Member will have non-voting status and be exempt from paying Membership Fees.

Section 5: Auxiliary Members

An Auxiliary Membership of non-voting active Members who are not Board of Elections employees but who are required to make payment of an amount to be established by the Board of Directors as a Registration Fee per year.

ARTICLE VIII - MISCELLANEOUS

Section 1. Indemnification. The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action

or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

Section 3. Fiscal Year. The fiscal year of the Association shall be the calendar year unless otherwise provided by the Board.

Section 4. Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.