



<http://nyswomeninc.org/>

March Board Business Sessions Meeting Minutes

March 2-4, 2012

March 3, 2012: 1st Board Business Session:

President Pat Hendrickson as Chairperson

4 officers and 14 Board members= 18 voting strength.

Credentials report: ACCEPTED

Rules of the Board Meeting: ACCEPTED

March Board Program Book: ACCEPTED

MB-2012-1: Motion that the appended sheet and map outlining the new regional organization be adopted.

Friendly amendment: to add language "and map"

Made by Linda Przepasniak

MOTION carried.

Bylaws Changes

MB-2012-2: Motion that Article II Mission which currently reads the mission of NYSW, Inc. shall be to build powerful women personally, professionally and politically be changed as follows: the mission of NYSW, Inc shall be to advance women personally, professionally and politically through advocacy, education and leadership.

Motion Made by: Margherita Clemento

MOTION lost

MB-2012-3: Motion that

Article IV Policies, which currently reads:

SECTION 1: New York State Women, Incorporated shall be nonsectarian, nonpartisan and nonprofit.

SECTION 2: The mission and objectives of this organization shall in every case be the mission and objectives of all district and local chapters thereof.

SECTION 3: The policies and procedures of NYSW, Inc. shall in every case also be the policies and procedures of all districts and local chapters thereof.

be changed as follows:

SECTION 1: New York State Women, Incorporated shall be nonsectarian, nonpartisan and nonprofit.

SECTION 2: THE MISSION, OBJECTIVES, POLICIES AND PROCEDURES OF ~~NEW YORK STATE WOMEN~~, INC. SHALL IN EVERY CASE BE THE MISSION, OBJECTIVES POLICIES AND PROCEDURES OF ALL REGIONS LOCAL CHAPTERS.

Housekeeping Replace the strike through with NYSW

Motion made by: Margherita Clemento

MOTION carried.

MB-2012-4: Motion that

Article V Membership, which currently reads:

SECTION 1 Membership shall be held by individuals who support the mission and objectives of NYSW, Inc.

Membership categories shall be:

- (a) Member: Membership shall be open to all individuals.
- (b) Student: Individuals enrolled in college or university, or any other accredited educational institution above the high school level.
- (c) Member-at-large: Individuals who support the mission and objectives of NYSW, Inc.

who join as a member-at-large shall receive all membership benefits.

(d) E-member: Individuals who support the mission and objectives of NYSW, Inc. may join as an e-member.

SECTION 2: Members and student members shall belong to local chapters that are affiliated with NYSW, Inc.

SECTION 3: A member in good standing may request transfer from one local chapter to another. A local chapter may not refuse to accept the transfer of a member in good standing.

SECTION 4: The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

SECTION 5: To remain in good standing a member's dues must be current.

be changed as follows:

ARTICLE V. MEMBERSHIP / DUES

SECTION 1: MEMBERSHIP SHALL BE HELD BY INDIVIDUALS WHO SUPPORT THE MISSION AND OBJECTIVES OF NYSW, INC. AND MAKE PAYMENT OF APPROPRIATE DUES. (SEE APPENDIX FOR CURRENT AMOUNT)
MEMBERSHIP CATEGORIES SHALL BE:

(A) MEMBER: MEMBERSHIP SHALL BE OPEN TO ALL INDIVIDUALS WHO ARE A MEMBER OF A LOCAL CHAPTER.

(B) STUDENT: INDIVIDUALS ENROLLED IN COLLEGE OR UNIVERSITY, OR ANY ACCREDITED EDUCATIONAL INSTITUTION WHO ARE ALSO MEMBERS OF A LOCAL CHAPTER.

(C) MEMBER-AT-LARGE: INDIVIDUALS WHO SUPPORT THE MISSION AND OBJECTIVES OF NYSW, INC. WHO ARE NOT AFFILIATED WITH A LOCAL CHAPTER.

SECTION 2: A member in good standing may request transfer from one local chapter to another. A local chapter may not refuse to accept the transfer of a member in good standing.

SECTION 3: To remain in good standing a member's dues must be current.

Motion Made By: Margherita Clemento

MOTION carried.

MB-2012-5: Motion that

Article VI Local Chapter Requirements, Section 1, which currently reads:

SECTION 1: A local chapter is eligible for admission to NYSW, Inc. if:

- a) It has a minimum of five (5) members and/or student members 20% of whom must be employed; unless the new local chapter is comprised solely of students.
- b) It submits local chapter bylaws not in conflict with state bylaws and policies.

be changed as follows:

SECTION 1: A local chapter is eligible for admission to NYSW, Inc. if:

- a) It has a minimum of five (5) members and/or student members
- b) It submits local chapter bylaws not in conflict with state bylaws and policies.

Motion made by: Margherita Clemento

MOTION carried

MB-2012-6: Motion to suspend reading of Bylaws amendments by Margherita Clemento

Made by: Lucille Argenzia

Seconded: Helen Rico

MOTION carried.

MB-2012-7: Motion that:

Article VII Dues, which currently reads:

SECTION 1: Dues are payable upon acceptance to membership and renewable annually.

SECTION 2: Dues for members shall be:

- a) Member affiliated with a local chapter: Annual dues for each member affiliated with a local chapter shall include state and local dues as specified in the current respective bylaws. (See Appendix for current amount). State dues shall include a subscription to the official state publication.

b) Student member affiliated with a local chapter. Annual dues for each student member affiliated with a local chapter shall include state and local dues as specified in the current respective bylaws. (See Appendix for current amount). State dues shall include a subscription to the official state publication.

c) Member-at-Large: Annual dues for each member at large shall be as specified in the bylaws. (See Appendix for current amount). State dues shall include a subscription to the official state publication.

d) E-member: Annual dues for each E-member shall be as specified in the bylaws. (See Appendix for current amount). State dues shall include a subscription to the official state publication.

be removed entirely and each corresponding Article be renumbered to reflect this change.

Motion Made By: Margherita Clemento

MOTION Carried

MB-2012-8: Motion that

Article X Officers, Section 4, which currently reads:

SECTION 4: Vacancies in office shall be filled as follows:

- a) In the event of death, resignation or incapacity of the president, the president-elect shall become the president for the unexpired portion of the term. The president is then eligible to serve her own term the following year and shall notify the nominating committee by the appropriate deadline, her intention to serve or not serve her own term as president. Should she choose not to serve her own year, the nominating committee shall seek qualified candidates to run for president.
- b) A vacancy in the office of the president-elect shall remain unfilled until an election is held at the next annual conference.
- c) Vacancies in offices other than president and president-elect shall be filled for the unexpired term by the president with approval of the executive committee.

be changed as follows:

SECTION 4: Vacancies in office shall be filled as follows:

- a) In the event of death, resignation or incapacity of the president, the president-elect shall become the president for the unexpired portion of the term. The president is then eligible to serve her own term the following year

and shall notify the nominating committee by the appropriate deadline, her intention to serve or not serve her own term as president. Should she choose not to serve her own term, the nominating committee shall seek qualified candidates to run for president.

- b) A vacancy in the office of the president-elect shall remain unfilled until an election is held at the next annual conference.
- c) Vacancies in offices other than president and president-elect shall be filled for the unexpired term by the president with approval of the executive committee.

Motion Made By: Margherita Clemento

MOTION carried

MB-2012-9: Motion that

Article XI Nominations, which currently reads:

SECTION 1:

- a) The nominating committee shall consist of five (5) members, two (2) of whom shall be appointed by the president and three (3) of whom shall be elected from the floor at each conference. A first and second alternate shall also be elected who shall serve on the nominating committee as necessary, to fill vacancies;
- b) The nominating committee shall meet immediately after the conference adjourns and elect its own chair and vice chair;
- c) The nominating committee chair shall be informed of any resignation from the nominating committee for the purpose of filling the vacancy with an elected alternate.

SECTION 2: It shall be the duty of the nominating committee chair to:

- a) Send the nomination packet to each local chapter president in the October Communicator.

The chair shall receive completed nomination and consent forms with a postmark by March 1 or five (5) days following the close of a Board Meeting;

- b) Inform local chapter presidents when a vacancy occurs in the office of president- elect and request proposals of qualified candidates for the office of president; unless she chooses to serve her own term after having served the unexpired term as president.
- c) Call a meeting of the nominating committee on or before March 15 to prepare a slate of candidates;

- d) Inform the state president of the slate of candidates immediately after the nominating committee has met;
- e) Forward a biographical sketch and picture of each candidate to the NIKE editor by the required date for publication in the April-May issue of NIKE;
- f) Send the slate of candidates to each local chapter president 30 days prior to the opening date of the conference;
- g) Present the slate of candidates to the conference body at its first business meeting.

SECTION 3: Local chapter proposal or endorsement of candidates signed by the president or recording secretary must specify the office for which the member is proposed or endorsed and must be returned to the nominating committee chair, by March 1 or five (5) days following a Board Meeting whichever is later. No local chapter can propose or endorse more than one candidate for a particular office in a given year.

SECTION 4: It shall be the duty of the nominating committee to:

- a) Seek out and investigate the qualifications of members with officership potential;
- b) Consider the qualifications of the candidates proposed and endorsed by the local chapters for state office;
- c) Give consideration to state geographical location of candidates;
- d) Nominate candidates when no qualified candidate for a particular office has been proposed by any local chapter;
- e) Prepare a slate of one or more candidates for each office.

If the president-elect moves up to serve the unexpired term of a president, she is eligible to serve her own term the following year. If she chooses not to serve her own term, the nominating committee shall seek qualified candidates to run for president..

SECTION 5: No name shall be presented to the annual conference, either by the nominating committee or from the floor, unless the nominee has consented to serve if elected.

SECTION 6: Nominations may be made from the floor.

SECTION 7: No member can be a candidate for more than one office.

be changed as follows:

SECTION 1:

- a) The nominating committee shall consist of five (5) members, two (2) of whom shall be appointed by the president and three (3) of whom shall be elected from the floor at each annual conference. A first and second alternate shall also be elected who shall serve on the nominating committee as necessary, to fill vacancies;
- b) The nominating committee shall meet immediately after the conference adjourns and elect its own chair and vice chair;
- c) The nominating committee chair shall be informed of any resignation from the nominating committee for the purpose of filling the vacancy with an elected alternate.

SECTION 2: It shall be the duty of the nominating committee chair to follow the procedure for finding and selecting candidates as outlined in the manual of instructions.

SECTION 3: No name shall be presented to the annual conference, either by the nominating committee or from the floor, unless the nominee has consented to serve if elected.

SECTION 4: Nominations may be made from the floor.

SECTION 5: No member can be a candidate for more than one office.

Motion Made By: Margherita Clemento

MOTION carried

MB-2012-10: Motion that:

Article XII Elections, which currently reads:

SECTION 1: The election shall be under the supervision of an elections committee consisting of five (5) or more members appointed by the president who will appoint one as the elections committee chair.

SECTION 2: It shall be the duty of the election committee chair to:

- a) Provide voting facilities in an area separate and apart from where business meetings are conducted;
- b) Maintain proper decorum in the voting area;
- c) Report to the conference body the results of the election.

SECTION 3: The verification of eligibility to vote will be under the supervision of a credentials committee consisting of not less than five (5) members appointed by the president who will appoint one as the credentials committee chair.

SECTION 4: The chair of the credentials committee shall furnish to the elections committee chair, not less than two (2) hours before the opening of the polls, verification of the accredited voters.

SECTION 5: A president-elect, a first vice president, a second vice president, a recording secretary and a treasurer shall be elected by ballot at each annual conference.

- a) If a president-elect serves the unexpired term of a president and chooses not to serve her own term, the slate of officers shall include candidates for the office of president.

SECTION 6: The president, president-elect, first vice president and second vice president shall be eligible to serve for not more than one consecutive term in the same office, unless the

president elect is serving an unexpired term as president and is then eligible to serve her own year as president. The recording secretary and treasurer shall be eligible to and may serve more than one consecutive term in the same office.

SECTION 7: An interval of one year shall elapse before a member is again eligible for re-election to the office of president, president-elect, first vice president or second vice president.

SECTION 8: To be eligible for office, a candidate must:

- (a) Be a member in good standing.
- (b) Officially and publicly support the state legislative platform.

SECTION 9: A plurality of all votes cast for a given office shall constitute an election.

SECTION 10: Polls shall be open during hours determined by the executive committee.

be changed as follows:

SECTION 1: The election shall be under the supervision of an elections committee consisting of five (5) or more members appointed by the president who will appoint one as the elections committee chair.

SECTION 2: The verification of eligibility to vote will be under the supervision of a credentials committee consisting of not less than five (5) members appointed by the president who will appoint one as the credentials committee chair.

SECTION 3: The chair of the credentials committee shall furnish to the elections committee chair, not less than two (2) hours before the opening of the polls, verification of the accredited voters.

SECTION 4: A president-elect, a first vice president, a second vice president, a recording secretary and a treasurer shall be elected by ballot at each annual conference.

- a) If a president-elect serves the unexpired term of a president and chooses not to serve her own term, the slate of officers shall include candidates for the office of president.

SECTION 5: The president, president-elect, first vice president and second vice president shall be eligible to serve for not more than one consecutive term in the same office, unless the president elect is serving an unexpired term as president and is then eligible to serve her own year as president. The recording secretary and treasurer shall be eligible to and may serve more than one consecutive term in the same office.

SECTION 6: An interval of one year shall elapse before a member is again eligible for re-election to the office of president, president-elect, first vice president or second vice president.

SECTION 7: To be eligible for office, a candidate must:

- (a) Be a member in good standing.

- (b) Officially and publicly support the state legislative and advocacy platforms.
- ~~(c) The president shall have served as a local chapter president for one (1) year and as a member of the board of directors for two (2) years.~~
- ~~(d) The president elect and first vice president shall have served as a local chapter president for one (1) year and a member of the board of directors for one (1) year.~~
- ~~(e) The second vice president shall have served as a local chapter president for one (1) year and a member of the board of directors for one (1) year.~~
- ~~(f) The treasurer and recording secretary shall have served as a local chapter president for one year.~~

SECTION 8: A plurality of all votes cast for a given office shall constitute an election.

SECTION 9: Polls shall be open during hours determined by the executive committee.

Friendly amendment: Removal of items strike through items, Colleen Ostiguy, made Linda Przepasniak seconded

Motion Made By: Margherita Clemento

MOTION carried

MB-2012-11: Motion that:

Article XIII Duties of Officers, which currently reads:

SECTION 1: The president shall be the principal officer of the state organization and shall preside at the annual conference, at meetings of the Board of Directors and the executive committee, and shall be an ex-officio member of all committees except the nominating committee.

The president shall:

- a) Appoint a parliamentarian, the chair and vice chair of standing committees, historian, NIKE editor and its staff, and the chair of special committees (except the nominating committee chair) subject to the approval of the executive committee;
- b) Send to each local chapter president, members of the Board of Directors, special committee chairs and past state presidents, in good standing, the official call to the state conference at least 30 days prior to the first day of the conference;
- c) Require each local chapter to submit names and addresses of local chapter officers and chairs by May 31 to the incoming president,

- d) Appoint special committee and special committee chairs on program, credentials, elections and general arrangements for the annual conference;
- e) Insure that a coordinated program, including projects and activities, shall be developed for the ensuing year in accordance with the objectives of NYSW; Inc.
- f) Review and approve local chapter bylaws.

SECTION 2: The president-elect shall:

- a) Act as the representative of the president when requested;
- b) Act as district coordinator to carry out the functions of the state organization;
- c) Serve as an ex-officio member without vote on all standing and special committees except the nominating committee;
- d) Perform the duties of the president in the temporary absence or illness of the president;
- e) Become president for the unexpired term in case of death, resignation or incapacity of the president;
- f) Select committee and vice committee chairs, historian, NIKE editor and its staff, and a parliamentarian to serve during the president-elect's term of office as president.

SECTION 3: The first vice president shall:

- a) serve as the chair of the communication committee.
- b) Perform the duties of the president in the absence of the president and president-elect;
- c) Serve in such other capacities as assigned by the president.

SECTION 4: The second vice president shall:

- a) Perform duties of the president in the absence of the president, president-elect and the first vice president;
- b) Be chair of the state membership committee;
- c) Serve in such other capacities as assigned by the president.

SECTION 5: The recording secretary shall:

- a) Take, record and transcribe accurate minutes of the proceedings of the annual conference, the Board of Directors and executive committee;
- b) Send copies of the minutes to the state president and parliamentarian for approval within 30 days following a meeting;
- c) Assure that approved copies of minutes are sent as follows:
 - Executive committee meetings 45 days following meeting;
 - Board of Directors meeting 90 days following meeting;
 - Annual conference 60 days following meeting.

SECTION 6: The treasurer shall be responsible for all monies of New York State Women, Incorporated. The treasurer shall:

- a) Be bonded before handling NYSW, Inc. funds. Such bond shall be paid for by the state organization and will be sufficient to cover the maximum amount of money which will possibly be under the treasurer's supervision;
- b) Deposit all funds in a bank approved by the executive committee;
- c) Present written reports at the annual conference and at meetings of the Board of Directors and executive committee;
- d) Disburse funds only upon presentation of original bills and properly executed vouchers;
- e) Serve as an ex-officio member of the finance committee;
- f) Have the monetary transactions during the treasurer's term of office audited or reviewed by a certified public accountant for presentation at the winter board;
- g) Deliver to the successor all funds, securities and records not later than fifteen (15) days after the close of the annual conference.

be changed as follows:

SECTION 1: The president shall be the principal officer of the state organization and shall preside at the annual conference, at meetings of the Board of Directors and the executive committee, and shall be an ex-officio member of all committees except the nominating committee.

The president shall:

- a) Appoint a parliamentarian, the chair and vice chair of standing committees, historian, NIKE editor and its staff, and the chair of special committees (except the nominating committee chair) subject to the approval of the executive committee;

SECTION 2: The president-elect shall act as the representative of the president as requested:

- a) Perform the duties of the president in the temporary absence or illness of the president; and
- b) Become president for the unexpired term in case of death, resignation or incapacity of the president;

SECTION 3: The first vice president shall serve as liaison for the chairs and committees as requested by the president and serve in such other capacities as assigned by the president and:

- a) Perform the duties of the president in the absence of the president and president-elect;

SECTION 4: The second vice president shall serve as liaison for the chairs and committees and serve in such capacities as requested by the president and:

- a) Perform duties of the president in the absence of the president, president-elect and the first vice president.

SECTION 5: The recording secretary shall take record and transcribe accurate minutes of all meetings.

SECTION 6: The treasurer shall be responsible for all monies of New York State Women, Incorporated. The treasurer shall be bonded before handling NYSW, Inc. funds. Such bond shall be paid for by the state organization and will be sufficient to cover the maximum amount of money which will possibly be under the treasurer's supervision. The monetary transactions during the treasurer's term of office shall be audited and reviewed by a certified public accountant for presentation at the annual conference.

Motion Made By: Margherita Clemento

MOTION carried

MB-2012-12: Motion that

Article XIV Board of Directors, which currently reads:

SECTION 1: The Board of Directors shall consist of the officers, immediate past state president, district directors, chairs of standing committees. Any active member who is in good standing in an affiliated local chapter is eligible to be a member of the board of directors and the following requirements shall be met:

- a) District Directors shall have served as a local chapter president in any state or local chapter for at least one year;
- a) Treasurer and recording secretary shall have served as a local chapter officer in any state or local chapter for one year;
- b) Second vice president shall have served in any state or local chapter as president for one year and as a member of the Board of Directors for one year;
- d) First vice president, president-elect and president shall have served in any state as a local chapter president for one year and as a member of the Board of Directors for two years;

SECTION 2: To be eligible to serve on the board of directors in a position requiring election at a state level, a member must:

- (a) Be in good standing, and
- (b) Officially and publicly support the state legislative platform.

To be eligible to serve as state president, a member must:

- (a) Be employed, and
- (b) Be in good standing, and
- (c) Officially and publicly support the state legislative platform.

All other members of the board of directors must:

- a) Be in good standing, and
- b) Officially and publicly support the state legislative platform.

SECTION 3: The Board of Directors shall transact business of the state organization between conferences, including:

- a) Adopt policies and procedures of the state organization;
- b) Determine location and date of the annual conference and meetings of the Board of Directors;
- c) Fix and approve amount of treasurer's bond;
- d) Fix registration fee for state conference and Board of Directors meetings;
- e) Review proposed amendments to the state bylaws and determine those to be presented to the conference body for consideration;
- f) Take action on resolutions presented at a board meeting and review resolutions to be presented at conference at the pre-conference board meeting;
- g) Consider all recommendations of committee chairs before they are presented to the state conference;
- h) Adopt all changes and additions to the Manual of Instructions.

SECTION 4: Meetings of the Board of Directors shall be held either face to face or in electronic/technical format at least twice a year.

- a) As scheduled by the President or;
- b) At the request of eight (8) members of the Board of Directors.

SECTION 5: At the written request of the president, a vote of the Board of Directors may be taken by mail or electronic/technical means. . A majority vote shall have the force and effect of a vote taken at a Board of Directors meeting.

SECTION 6: No member shall have more than one vote, and no voting by proxy shall be allowed.

SECTION 7: A majority of the members of the Board of Directors shall constitute a quorum provided that two (2) are members of the executive committee.

SECTION 8: The Board of Directors shall report to the conference body the business transacted by the Board of Directors since the previous conference.

SECTION 9: The Board of Directors shall guard the title of this organization, "New York State Women, Incorporated," and shall not permit its use, nor the use of its official stationery, by any person or persons other than the regular work of this corporation, except that by a two-thirds vote of the members of the Board of Directors.

The Board of Directors may endorse qualified women for election or appointment to policy making positions after a report has been made by the committee on the status of women pursuant to Article XVI, Section 8.

SECTION 10: Each member of the Board of Directors, except the treasurer, shall deliver to the successor, immediately after leaving office, all accounts, records, books, papers and other property belonging to NYSW, Inc.

be changed as follows:

SECTION 1: The Board of Directors shall consist of the officers, immediate past state president, regional directors and chairs of standing committees. Any active member who is in good standing is eligible to be a member of the board of directors.

SECTION 2: The Board of Directors shall transact business of the state organization between conferences, including:

- a) Adopt policies and procedures of the state organization;
- b) Determine location and date of the annual conference and meetings of the Board of Directors;
- c) Fix and approve amount of treasurer's bond;
- d) Fix registration fee for state conference and Board of Directors meetings;
- e) Review proposed amendments to the state bylaws and determine those to be presented to the conference body for consideration;
- f) Take action on resolutions presented at a board meeting and review resolutions to be presented at conference at the pre-conference board meeting;
- g) Consider all recommendations of committee chairs before they are presented to the state conference;

h) Adopt all changes and additions to the Manual of Instructions.

SECTION 3: Meetings of the Board of Directors shall be held either face to face or in electronic/technical format at least twice a year.

a) As scheduled by the President or;

b) At the request of eight (8) members of the Board of Directors.

SECTION 4: At the written request of the president, a vote of the Board of Directors may be taken by mail or electronic/technical means. . A majority vote shall have the force and effect of a vote taken at a Board of Directors meeting.

SECTION 5: No member shall have more than one vote, and no voting by proxy shall be allowed.

SECTION 6: A majority of the members of the Board of Directors shall constitute a quorum provided that two (2) are members of the executive committee.

SECTION 7: The Board of Directors shall report to the conference body the business transacted by the Board of Directors since the previous conference.

SECTION 8: The Board of Directors shall guard the title of this organization, "New York State Women, Incorporated," and shall not permit its use, nor the use of its official stationery, by any person or persons other than the regular work of this corporation, except that by a two-thirds vote of the members of the Board of Directors.

SECTION 9: Each member of the Board of Directors, except the treasurer, shall deliver to the successor, immediately after leaving office, all accounts, records, books, papers and other property belonging to NYSW, Inc.

Motion Made By: Margherita Clemento

MOTION carried

MB-2012-13: Motion that:

Article XVI Standing Committees, which currently reads:

Section 1: The standing committees of the state organization shall be bylaws, finance, membership, personal and professional development, public policy, strategic planning, and communication.

Section 2: To be eligible to serve as a chair or member of a standing committee, a special committee appointee and/or task force, a member must:

- (a) Be in good standing, and
- (b) Officially and publicly support the state legislative platform.

Section 3: The term of office shall be:

- (a) Committee chairs and members shall be appointed for a term of one (1) year and may be reappointed. No person may serve more than three (3) consecutive years on the same committee.
- (b) When the chair is unable to attend state board of director meetings or state conference, the vice chair shall act as chair with voting rights.

Section 4: The bylaws committee shall be composed of a chair, vice chair and two (2) or four (4) members. It shall be the duty of the bylaws committee:

- (a) To consider changes to state bylaws proposed by any district, standing committee, local chapter, the board of directors or the executive committee and to prepare such as seem reasonable and practical for presentation to the board of directors.
- (b) It shall be the duty of the state bylaws committee and the state president to review and approve all proposed local chapter constitutions and bylaws and all amendments to local chapter bylaws to assure that there are no provisions in conflict with state bylaws.

Section 5: The finance committee shall be composed of a chair, vice chair and two (2) members. The finance chair shall be a member ex-officio, without vote, of all committees whose programs require the expenditure of monies. It shall be the duty of the finance committee to prepare an annual budget for the state organization for initial presentation to a board meeting and adoption at the state conference, to have general supervision of all expenditures and to assist local chapters in developing a sound financial policy.

- (a) The income development committee shall be a sub-committee of the finance committee.
- (b) The income development committee shall consist of a chair, vice chair and three (3) or more members of the committee. The finance chair shall also serve as an

ex-officio member (without vote). It shall be the duty of the income development committee to oversee and solicit income from outside sources for state events, Nike magazine and other state initiatives.

Section 6: The membership committee shall be composed of a chair who is the second vice president and two (2) or four (4) members of the committee.

- (a) It shall be the duty of the membership committee to promote, expand, stabilize and orient the membership
- (b) It shall be the duty of the state membership chair to receive and pass upon an application of a new local chapter in accordance with Article VI, Section 4 including review of its proposed bylaws.

Section 7: The personal and professional development committee shall be composed of a chair, and five (5) sub-chairs for the following programs:

1. Personal/Professional Development Program
2. New Careerist Program
3. Career Recognition Program
4. Athena Society
5. Youth Leadership/Girl Scout Link

The personal and professional development committee chair may designate as her vice chair, any one of the sub-chairs when determining representation at any state meeting. Other members may serve on any of the five (5) committees, but the minimum requirement is only the sub-chair.

It shall be the duty of the personal and professional development committee chair to coordinate and support the efforts of the Personal/Professional Development (PPD), New Careerist (NC), Career Recognition (CR), Athena Society (AS), Youth Leadership/Girl Scout Link (YL/GSL) program sub-chairs as outlined in the NYSW, Inc. Manual of Instructions.

It shall be the duty of the personal and professional development sub-chairs to:

- a) Work closely with the personal and professional development committee chair.
- b) To communicate regularly on all programs, policies, procedures, directives, and budgets to fulfill the responsibilities of the respective sub-chair position as outlined in the NYSW, Inc. Manual of Instruction.

Section 8: The public policy committee shall be composed of a chair, a vice chair and three (3) or more members of the committee. It shall be the duty of the public policy chair to coordinate

and support the efforts of the legislation, resolutions, and status of women sub-chairs and oversee the distribution of information and updates of the sub-chairs activities.

It shall be the duty of the public policy's legislation sub-committee to:

- (a) Prepare a state legislative platform and advocacy statements for presentation at the annual state conference with input derived from the board of directors, local chapters, and/or members of the public policy committee.
- (b) Keep the membership informed of existing laws and proposed legislation of interest to women.

It shall be the duty of the public policy's status of women sub-committee to:

- (a) Promote the advancement of qualified women to policy-making and executive positions in business, industry and professions and to encourage women to prepare and seek out such professions.
- (b) Study the qualifications of women seeking appointment to policy-making posts in government and report its findings to the board of directors of any particular woman or women seeking such posts.
- (c) Support candidates for election endorsed by the state political action committee for
election to state office.

It shall be the duty of the public policy's resolution sub-committee to:

- (a) Publish either on the NYSW, Inc website or in the official NYSW, Inc. NIKE publication, before the 1st of July, the rules governing submission of resolutions for consideration at state board of director meetings or state conference which rules have been approved by the board of directors.
- (b) Prepare the resolutions it will recommend to the state board of directors meeting or to the state conference and shall notify the local chapters by mail or email, copies thereof at least thirty (30) days prior to their presentation at conference.
- (c) Review and consider resolutions submitted by a local chapter, a district, by the public policy committee, a state standing committee, or by the board of directors of NYSW, Inc.

Section 9: The strategic planning committee shall be composed of a chair, vice chair and two (2) or more members of the committee. It shall be the duty of the strategic planning committee to be responsible for creating, evaluating and updating the established goals and objectives to meet the needs of the current and future membership.

Section 10: The communication committee shall consist of a chair, who is the I Vice President, a vice chair, the Nike editor, the Communicator editor, the public relations and the technology/website sub-chairs.

It shall be the duty of the communication chair to coordinate and support the efforts of the Nike editor, the Communicator editor, the public relations and technology/website sub-chairs.

It shall be the duty of the communication sub-committee chairs to:

- (a) Interpret and further NYSW, Inc. programs through print and electronic media.
- (b) Direct press, radio, television, and electronic services of NYSW, Inc. activities.

be changed as follows:

Section 1: The standing committees of the state organization shall be bylaws, finance, membership, personal and professional development, public policy, strategic planning, and communication.

Section 2: To be eligible to serve as a chair or member of a standing committee, ~~a special committee appointee and/or task force~~, a member must:

- (a) Be in good standing, and
- (b) Officially and publicly support the state legislative and advocacy platforms.

Section 3: The term of office shall be:

- (a) Committee chairs and members shall be appointed for a term of one (1) year and may be reappointed. No person may serve more than three (3) consecutive years on the same committee.
- (b) When the [**committee**]chair is unable to attend state board of director meetings, the vice chair shall act as chair with voting rights. In the event the vice chair is unable to attend a subcommittee chair shall act as chair with voting rights.

Friendly amendment: Jen Charron made motion, Donnie Hoover, seconded remove strike through language.

Friendly amendment: Sue Fayle made motion Sue Mager, seconded: add word committee (bolded in this version ONLY)

Motion Made By: Margherita Clemento

MOTION carried

MB-2012-14: Motion that

Article XVIII publications, which currently reads:

SECTION 1: New York State Women, Incorporated, shall publish an official publication, NIKE, at least four (4) times a year for distribution to all members in good standing of affiliated local chapters in this state organization.

SECTION 2: The NIKE editor shall be:

- a) Appointed by the president with the approval of the executive committee;
- b) Accountable to the executive committee;

SECTION 3: All funds relative to the publication shall be handled through the office of the state treasurer. The funds for the publication shall be included in the state budget.

SECTION 4: The historian shall be:

- (a) Appointed by the president with the approval of the executive committee;
- (b) Responsible for preparing and maintaining historical records of NYSW, Inc. for continuity;
- (c) Responsible for preparing, publishing and distributing a NYSW, Inc. Annual Report of the preceding year to the immediate past president and the board of her year.

be removed entirely and moved to the manual of instructions.

Motion Made By: Margherita Clemento

MOTION carried

March 4, 2012: 2nd Board Business Session

President Pat Hendrickson as Chairperson

4 officers and 13 Board members= 17 voting strength.

Credentials report: MOTION accepted

2011 Fall Board of Directors meeting minutes APPROVED

MB-2012-15: Motion that

The board send the proposed 2012-2013 budget which is presented in the March 2012 Program Book to the June 2012 state conference for approval by the membership.

Motion Made By: Mary Stelley

MOTION carried

MB-2012-16: Motion that

I move that the Public Policy chair, authorized by the Board of Directors, write to the Governor, Assembly and State Senate confirming that at this meeting the Board has agreed to support the bill being signed into law (S5660A), the inclusion of domestic violence crimes in DNA database legislation.

Motion Made By: Lucille Argenzia

Discussion from Board of Directors re: **MB-2012-16**

Authorized this committee to send letters/support legislation that are within NYSW, Inc. legislative platform.

Public Policy chair will place article in Communicator regarding specific laws public policy committee would like to support this year.

MOTION: withdrawn

MOI Changes

MB-2012-17: Motion that

Manual of Section 'Forward,'

MOI Section 1.07 Secretary

MOI Section 2.06 Communicator Editor

MOI Section 2.08 Finance Chair

MOI Section 3.03 Equipment Guidelines

MOI Section 3.05 Investment Guidelines

MOI Section 2.24 Resolutions

MOI Section 4.02 Grace LeGendre Endowment Fund

MOI Section 2.29 Technology/WebSite

Be approved

Motion Made By: Neale Steiniger

MOTION carried

MB-2012-18: Motion that

Manual of Instruction Section 3.07d State Meetings: Special

Be approved

Motion Made By: Neale Steiniger

MOTION carried

MB-2012-19: Motion that

All segments of the Manual of Instruction that contain no material changes (e.g. formatting changes) and/or that comply with bylaws changes

Be approved

Motion Made By: Neale Steiniger

MOTION carried

Legislative Committee gave a report and reviewed legislative platform.

GLEF chair: Elsie Dedrick gave a report

Nominating Committee gave a report: 3 nominations were received for President Elect, 1st Vice President and 2nd Vice President. Need nominations for treasurer and secretary.

The following motion was introduced during the Special Meeting and will be moved to June Conference:

Motion made at Special Meeting: Move that the Standing Committees of Bylaws and Strategic Planning be removed from the Board of Directors of NYSW, Inc effective July 1, 2012

Motion Made By: Linda Przepasniak, seconded Margherita Clemento

MOTION carried

Respectfully Submitted by: Colleen Ostiguy, Recording Secretary

Sent to Executive Committee: April 26, 2012

Sent to Board of Directors: