



# BYLAWS

## NEW YORK STATE WOMEN, INC.

Revisions made at Annual Conference Meeting, June 10, 2023

### ARTICLE I: NAME

The name of this organization shall be New York State Women, Incorporated (hereinafter referred to as NYSW, Inc.)

### ARTICLE II: MISSION/VISION

The mission of NYSW, Inc. shall be to connect and build women personally, professionally and politically. The vision of NYSW, Inc. shall be to empower women to use their voices to create positive change.

### ARTICLE III: EMBLEM



### ARTICLE IV: POLICIES

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

SECTION 2: The mission, objectives, policies and procedures of NYSW, Inc. shall in every case be the mission, objectives, policies and procedures of all regions and chapters.

### 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 individual who are a member of a local chapter.
- (b) Student: Individuals enrolled in college or university, or any accredited educational institution who are also a member 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 and
  - 1) are a member of the State organization, or
  - 2) are a member of the State organization and a Region.

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

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

SECTION 4: Membership dues are Non-Refundable regardless of how payment was made—cash, check, credit card, or Pay-Pal.

#### **ARTICLE VI: LOCAL CHAPTER REQUIREMENTS:**

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.
- c) It is, or is in the process of becoming, incorporated in the State of New York as a non-profit corporation.

SECTION 2: To remain in good standing,

- a) a local chapter must maintain a membership of at least five (5) members and/or student members.
- b) All members of the local chapter must also be members at the State and Region levels.

SECTION 3: A local chapter whose membership falls below five (5) members and/or student members shall be dropped at the end of the second fiscal year.

SECTION 4: A local chapter applying for membership in NYSW, Inc. shall forward to the state membership chair all documents and dues required by the state and local chapter.

SECTION 5: The bylaws shall be approved by a person designated by the state president whose responsibility it is to ensure that there are no provisions in conflict with the State Articles of Incorporation and Bylaws.

SECTION 6: When a local chapter has met all state requirements, a charter signed by the state president is transmitted to the state membership chair for countersignature and presentation to the local chapter.

SECTION 7: Proposed amendments to the bylaws of any local chapter, with the exception of mandatory changes (see Article XVIII, Section 8), shall be sent to the state bylaws chair for review and approval. Any conflict shall be resolved in accordance with state policy and procedures.

#### **ARTICLE VII: FISCAL YEAR**

The fiscal year shall commence on the 1st day of July and shall end on the 30th day of June.

#### **ARTICLE VIII: REGIONAL ORGANIZATION**

SECTION 1: The state shall be divided into regions. The regions shall be the conduit between chapters and the state organization. An appendix and map shall be attached to the bylaws identifying the boundaries and counties included in each region.

SECTION 2: The Board of Directors shall have the authority to change the number of regions and the boundaries of each region.:

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SECTION 3: Each region shall elect from its own membership a region director and an assistant region director. They shall serve for a one-year term, with a maximum of two consecutive terms.

SECTION 4: The region director shall be a member of the Board of Directors of the state organization:

- a) Region director and assistant region director shall assume office at the close of the annual conference and shall serve until the close of the following annual conference and (or) until their successor assumes office.
- b) The incoming region director and assistant region director shall have the privilege of attending the pre-conference board meeting without a vote.
- c) In the case of vacancy in the office of region director the assistant region director shall succeed to the office of region director. A special region meeting shall then be called to elect an assistant region director. However, should the vacancy occur before the region director's election is ratified at state conference, a special region meeting shall be called to elect a region director.
- d) In the event there is no ARD to step in to fill the Regional Director vacancy, a special region meeting may be held to elect a Regional Director to fulfill the term of office. If necessary, the presiding NYS Women Inc. President may appoint a region member to fill the Regional Director vacancy for the remainder of the term of office

SECTION 5: Region directors and assistant region directors shall be by ballot at a spring region meeting prior to the annual conference of the state organization. A plurality of all votes cast shall constitute an election.

SECTION 6: It shall be the duty of the region director to:

- a) Act as liaison officer between the local chapter and the state organization.
- b) Serve as a member of the board of directors.

SECTION 7: It shall be the duty of the assistant region director to:

- a) Assume the position of region director with voting rights at the state board of directors' meetings and the pre-conference board meeting when the region director is unable to attend.
- b) Assist the region director in every way possible.
- c) Serve as representative of the region director when requested to do so.

SECTION 8: If the region director or assistant region director are unable to attend the state board meetings or the pre-conference board meeting, then the region director shall appoint a representative to assume the position of region director with voting rights. The region director will notify the state president the name of the person representing the region prior to the start of the board meeting. The state president shall approve the appointment at the roll call of the the state meeting.

## **ARTICLE IX: OFFICERS**

SECTION 1: The officers of New York State Women, Incorporated, shall be a president, a president-elect, a vice president, a recording secretary and a treasurer.

SECTION 2: A term of office shall be one year.

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SECTION 3: Officers shall take office at the close of the annual conference and shall serve until the close of the following annual conference and (or) until their successors are duly elected.

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.

## **ARTICLE X: NOMINATIONS**

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.

## **ARTICLE XI: ELECTIONS**

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 credentials chair shall be appointed by the president and with the data base manager verify the voting eligibility of members attending the board meetings and the annual conference.

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.

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SECTION 4: A president-elect, a vice president, a recording secretary and a treasurer shall be elected by ballot at each annual conference. 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: A plurality of all votes cast for a given office shall constitute an election.

SECTION 6: Polls shall be open during the time determined by the executive committee.

## **ARTICLE XII: ELIGIBILITY**

SECTION 1: To be eligible for office, a candidate for the office of president, president-elect, vice president, recording secretary, treasurer, region director, assistant region director or to serve as a standing committee chair, must:

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

SECTION 2: Term of office:

- a) The president, president-elect, vice-president, region director and assistant region director may serve two consecutive terms in the same office.
- b) If the president-elect is serving an unexpired term as president, she may serve her own term as president.
- c) The recording secretary and treasurer shall be eligible to and may serve more than one consecutive term in the same office.
- d) Standing committee chairs 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.

## **ARTICLE XIII: DUTIES OF OFFICERS**

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 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 perform the duties of the president in the absence of the president and president-elect.

SECTION 4: The recording secretary shall take record and transcribe accurate minutes of all meetings.

SECTION 5: 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.

#### **ARTICLE XIV: BOARD OF DIRECTORS**

SECTION 1: The Board of Directors shall consist of the officers, immediate past state president, region directors and chairs of standing committees.

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.

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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.

#### **ARTICLE XV: EXECUTIVE COMMITTEE**

SECTION 1: The elected officers of NYSW, Inc. shall constitute the executive committee.

SECTION 2: The executive committee shall:

- a) Act for the Board of Directors as may be necessary, between meetings of the Board of Directors;
- b) Act for the state organization when emergency action is required because of war or disaster;
- c) Consider recommendations of members of the Board of Directors and special committee chairs before they are presented to the full Board of Directors;
- d) Approve the appointment of a parliamentarian, chairs and vice chairs of standing committees, NIKE editor and staff, and chairs of special committees (except the nominating committee chair);
- e) Establish the hours the polls shall be open for election of officers;
- f) Report to the Board of Directors the business transactions by the executive committee since the previous meeting of the Board of Directors. Emergency action shall be reported to the Board of Directors immediately.
- g) Approve the president's appointment to the Board of Directors of a district coordinator to serve through the next conference should the office of president-elect be vacated during the state organization's fiscal year.

SECTION 3: Meetings of the executive committee shall be held:

- a) As called by the president, at least four (4) times a year;
- b) When called by a majority of the executive committee upon written notice or telephone communication to each member.
- c) Via telephone/internet. A quorum must be in attendance "on line" before the meeting may be called to order and must remain "on line" for any business to be conducted.

SECTION 4: A majority of the members of the executive committee shall constitute a quorum.

SECTION 5: A vote of the executive committee may be taken by mail or email at the written request of the president. A majority vote shall have the force and effect of a vote taken at an executive committee meeting.

## **ARTICLE XVI: STANDING COMMITTEES**

SECTION 1: The standing committees of the state organization shall be bylaws, finance, membership, personal and professional development, advocacy, and communication.

- (a) 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,

## **ARTICLE XVII: STATE CONFERENCE**

SECTION 1: NYSW, Inc. shall hold an annual conference before the end of the fiscal year, June 30th, the location and date to be determined by the Board of Directors.

SECTION 2: A special meeting of members may be called between conferences if deemed necessary by the executive committee with approval by a majority vote of the Board of Directors. A call to meeting stating time, place and purpose of special meeting shall be sent to members at least 30 days prior to the special meeting.

SECTION 3: The voting body at conference or special meeting shall be any member in good standing who has paid a full meeting registration fee.

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

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

SECTION 6: Voting members from at least one-third of the local chapters shall constitute a quorum.

SECTION 7: The order of business shall be determined by a program adopted at the beginning of the conference.

SECTION 8: It shall be the purpose of the state conference to:

- a) Receive reports of the officers and chairmen for the preceding year;
- b) Elect officers for the ensuing term;
- c) Adopt a budget, act on recommendations, resolutions and other business presented;
- d) Adopt a state legislative platform;
- e) Present the state programs for the ensuing year.

## **ARTICLE XVIII: PARLIAMENTARY AUTHORITY**

The rules of parliamentary procedure comprised in the current edition of ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern all proceedings of NYSW, Inc., the Board of Directors and the executive committee, subject to such special rules as have been or may be adopted.



## **ARTICLE XIX: AMENDMENTS**

SECTION 1: Amendments to these bylaws may be proposed by the Board of Directors, the executive committee, a region, a local chapter or the state bylaws committee.

SECTION 2: All proposed amendments shall be sent in writing to the state president with a copy to the bylaws chair at least one month before a board meeting.

SECTION 3: The bylaws chair, or the bylaws chair's designee, shall present all proposed amendments to the Board of Directors at a board meeting.

SECTION 4: The Board of Directors shall review all proposed amendments. It shall determine those amendments to be presented to the conference body for consideration. Such amendments shall be appended to the CALL to the conference.

SECTION 5: An amendment properly presented to the Board of Directors but not approved for presentation to the conference body may be brought to the conference floor by a majority vote. Such proposed amendment shall be submitted in writing to the recording secretary at the beginning of the first business meeting and shall be read to the conference body before the close of the first business meeting. If consideration of the amendment by the conference body is approved, it shall be appended to the CALL of the next conference.

SECTION 6: Proposed amendments shall require a two-thirds vote for adoption.

SECTION 7: A unanimous vote shall be required for approval of any amendment proposed from the floor of the conference without prior consideration by the Board of Directors. Such amendment must be submitted in writing to the chair of bylaws and must be read to the conference at a business session preceding that at which a vote is taken.

SECTION 8: When an amendment is adopted to the state bylaws that affect local chapter bylaws, each local chapter shall automatically amend its bylaws to conform.

## **ARTICLE XX: DISSOLUTION**

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under section 501 (c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this organization.

**APPENDIX  
NEW YORK STATE WOMEN, Inc.  
DUES**

<b>Member</b>	<b>Effective Date 7/1/09</b>	<b>Member-at-large</b>
<b>Local Chapter. Dues</b>	<b>Determined by Local</b>	<b>n/a</b>
<b>State Dues</b>	<b>\$35.00</b>	<b>\$35.00</b>
<b>Total Dues</b>	<b>Add local amount to State dues</b>	<b>\$35.00</b>

<b>Student</b>	<b>Effective Date 7/1/09</b>	
<b>Local Chapter Dues</b>	<b>Determined by Local</b>	
<b>State Dues</b>	<b>\$15.00</b>	
<b>Total Dues</b>	<b>Add local amount to State dues</b>	

Note:

- Regional dues are collected by each local chapter and forwarded directly to the regional treasurer.
- Membership Dues are Non-Refundable regardless how payment was made—cash, check, credit card or PayPal

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**APPENDIX**  
**ARTICLE VIII REGIONAL ORGANIZATION**  
**NEW YORK STATE WOMEN INC.**  
**REGIONS BY COUNTY**

(Effective 7/1/2013, revised 6/2/2017)

- REGION 2.** New York, Bronx, Queens, Kings, and Richmond Counties, Nassau and Suffolk Counties
- REGION 3.** Albany, Columbia, Greene, Rensselaer, Schoharie, Ulster, Dutchess, Orange, Putnam, Rockland, Westchester, Sullivan Counties
- REGION 5.** Clinton, Essex, Franklin, Fulton, Hamilton, Herkimer, Jefferson, Lewis, Madison, Montgomery, Oneida, Onondaga, Oswego, St. Lawrence, Saratoga, Schenectady, Warren, Washington Counties
- REGION 6.** Broome, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Tioga, Tompkins Counties
- REGION 7.** Cayuga, Livingston, Monroe, Ontario, Seneca, Steuben, Wayne, Yates
- REGION 8.** Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Niagara, Orleans, Wyoming

Counties Adopted: March 3, 2012, Revised 6/2/17



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