

## BY-LAWS

## NEW YORK STATE SCHOOL COUNSELOR ASSOCIATION

**The Chartered Division of the American School Counselor Association****Contents**

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## ARTICLE I: Name, Affiliation, Purpose and Identity Statement

**Section 1. Name:** The official name of this organization shall be the New York State School Counselors Educational Foundation Inc., dba New York State School Counselor Association (NYSSCA).

**Section 2. Affiliation:** NYSSCA is chartered as the New York State Division of the American School Counselor Association (ASCA).

**Section 3. Purposes.** The purpose of NYSSCA shall be to:

- A. Foster close personal and professional relationships among school counselors.
- B. Promote school counseling and school counseling concerns.
- C. Improve the standards of school counseling.
- D. Provide opportunities for the discussion of ethical, legal, social and technical issues related to school counseling.
- E. Develop, implement and foster interests in academic, career, and personal social developmental programs.
- F. Publish and disseminate scientific, educational and professional information.
- G. Operate as a not for profit professional organization.

**Section 4. Identity Statement:** NYSSCA is an organization representing certified school counselors who work in the school districts and other educational settings and institutions.

## ARTICLE II: Membership

**Section 1. Types of Membership:** NYSSCA shall include four types of membership: Professional, Student, Associate and Retired.

**Section 2. Requirements of Membership:** In order to qualify for one of the types of membership, an individual must pay the annual dues as determined by the board of directors and meet the following requirements for the type of membership sought.

- 2.1 Professional Membership.** Professional members must hold a master's degree or higher in counseling or the substantial equivalent and must be credentialed as a school counselor by a state, district, or territory of the United States or the credentialing agency of the country in which they practice or must be employed as counselor educators in a graduate program that prepares school counselors.

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- 2.2 Retired Members.** Members who are in retirement and do not hold full-time positions in school counseling are eligible for Retired membership. Retired members hold a master’s degree or higher in counseling or the substantial equivalent; are or were credentialed as a school counselor by a state, district, or territory of the United States or the credentialing agency of the country in which they practice; or were employed as school counselors, supervisors of school counselors, or counselor educators in a graduate program that prepares school counselors.
- 2.3 Student Membership.** Students who are enrolled in a graduate program that prepares school counselors and who do not hold full-time positions in school counseling are eligible for student membership.
- 2.4 Associate Membership.** Individuals interested in counseling, who are not eligible for any other type of membership, may become Associate members.

### **Section 3. School Counselor Defined**

The term “school counselor” wherever used herein, shall include all persons completing the requisite periods of professional preparation and employment at any level of education.

### **Section 4. Rights and Privileges**

All members shall be eligible to vote in NYSSCA internal elections, to initiate motions at parliamentary meetings. Professional and Retired Members are eligible for election to the Governing Board of NYSSCA.

### **Section 5. Severance of Membership:**

Any NYSSCA member may be dropped from membership for conduct that tends to injure or adversely affect its reputation, or which violates principles stated in these by-laws or Codes of Ethics of ASCA or NYSSCA, and according to the procedures adopted by these organizations. A member may be dropped for non-payment of dues.

**Section 6. Annual Meeting.** A meeting of the Members entitled to vote shall annually be held for the transaction of any business of The Corporation in a month to be determined by the Governing Board.

**Section 7. Special Meetings.** Special Meetings of the Members entitled to vote may be called at any time by the Governing Board, the President, a majority vote of the Board of Directors, or upon the written request of at least ten percent (10% of the Members entitled to vote). No

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business shall be conducted at a Special Meeting that is not included in the issued Notice as stipulated herein.

### **Section 8. Meeting Notice.**

**8.1 Notice Requirements.** Notice shall be given to each Member entitled to vote prior to each Meeting of Membership, stating the place, date and hour of the Meeting. Notice of a Special Meeting shall, in addition, identify:

- i. the person, or persons, calling the meeting; and,
- ii. the purpose, or purposes, for which said meeting is being called.

**8.2 Written Notification.** Unless the Corporation has over five hundred (500) Members, written notice of any Meeting of the Membership shall be given personally or by first class mail, facsimile or by electronic mail, not less than ten (10) nor more than fifty (50) days before the date of the Meeting. Notice shall be deemed given as stipulated below:

- i. if personally, upon receipt by the Member;
- ii. if mailed, when deposited in the United States Mail, with postage prepaid, directed to the Member at the Member's current address of record as it appears on the list of Members; or,
- iii. if sent by electronic mail or facsimile, when forwarded to the facsimile number, or electronic mail address, as either appear on the list of Members, excepting that any such notice shall not be considered properly delivered if The Corporation is:
  - (a) unable to deliver two (2)-consecutive notices to the designated electronic mail address or facsimile number or,
  - (b) is otherwise made aware that notice cannot be delivered to the Member or electronic mail or facsimile.

**8.3** Provided the Corporation has more than five hundred (500) Members, notice of Meetings of the Membership may be given as follows:

- i. prominently posted on the homepage of The Corporation's website *not less than ten (10) nor more than fifty (50) days before the date of the Meeting.*

**Section 9. Waiver of Notice.** Should any Member fail to receive proper notice of a Meeting of the Membership, as otherwise required by these By-Laws, the Member shall waive his/her right to any such notice if:

- i. the Member attends the Meeting of the Membership without objection to the lack of proper notice, prior to said Meeting being called to order; or,

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- ii. either before or after the Meeting, the Member submits, a waiver of notice, which if tendered personally, in writing or by facsimile, shall be validated by written or electronic signature; or if submitted by electronic mail, shall include information from which The Corporation can reasonably determine that the waiver was properly authorized.

**Section 10. Qualification of Voters.** The Governing Board may fix a date as the record date for the purpose of determining the Members entitled to vote at any Meeting of the Membership, or to express consent to or dissent any proposal without a Meeting. The record date shall not be more than fifty (50) nor less than ten (10) days before the date of the Meeting.

**Section 11. Quorum.** At any, duly called Meeting of the Membership, the lesser of ten percent (10%), or one-hundred (100) eligible voting Members entitled to vote, present as a consequence of physical attendance and/or use of telephone/video-conference technology and/or use proxy shall constitute a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Member(s).

**Section 12. Organization.**

- 12.1 *Chairperson.* At all meetings of the Membership, the President, or, in his/her absence, the President Elect, President Elect-Elect or, in his/her absence, another Executive Board member chosen by the Membership shall preside.
- 12.2 *Secretary.* At all meetings of the Membership, the Secretary, or, in his/her absence, any Assistant Secretary or, in his/her absence, another Governing Board chosen by the Membership shall act as secretary at the meeting.

**Section 13. Voting.** Each Member shall have one (1) vote for purposes of the election of *the* Governing Board and the transaction of any other business considered by the Membership.

**Section 14. Action by the Membership.**

- 14.1 **Action Defined.** Except as otherwise provided by statute and/or these By-Laws, an “act,” or “action,” of the Membership shall mean an action at a Meeting of the Membership authorized by vote of a majority of the Members present at the time of the vote, provided a sufficient quorum is present.
- 14.2 **Electronic Communication.** Any, or all, Members may participate in any Meetings of the Membership, by means of a conference telephone, electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Membership.

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**14.3 Proxies.** Every Member entitled to vote at a Meeting of the Membership may authorize another person, or persons, to act on his/her behalf by use of proxy. To be valid and enforceable, each proxy must be submitted before, or presented at, the Meeting of the Membership for which it is intended. If tendered personally, in writing or by facsimile, the proxy shall be validated by written or electronic signature. If submitted by electronic mail, it shall include information from which The Corporation can reasonably determine that the proxy was properly authorized. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided by proxy. Every proxy shall be revocable at the pleasure of the Member executing same, except as may otherwise be provided by law.

**Section 15. Action by Members on Unanimous Written Consent.** Any act, or action, required or permitted to be taken by the Membership may be taken without a Meeting if every Member submits to the Secretary, or his/her designee, a written consent, delivered personally or by regular mail, facsimile and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Membership.

**Section 16. Reports.** In a manner sufficient to comply with applicable statutory obligations, the Executive Board shall annually present to the Membership a report, verified by appropriate Officers, or certified by an Independent Audit or, if so required, outlining, in appropriate detail, The Corporation's fiscal status, including an annual balance sheet and profit and loss statement or a financial statement performing a similar function for the preceding fiscal year, confirming assets (restricted and unrestricted) and liabilities, revenues and receipts and expenses and disbursements, together with any, and all necessary and/or required supporting documentation. Each such report shall be filed with the records of The Corporation and a copy, or an abstract thereof, shall be entered in the minutes of the proceedings of the Meeting of the Members at which the report is presented.

## ARTICLE III: The Governing Board

### Section 1 - Powers and Functions.

- 1.1 The Governing Board shall be the body through which the goals and objectives of NYSSCA are identified, its policies formulated, and its general administrative activities carried out through the specific and general duties of its members.
- 1.2 The Governing Board by itself or through a Membership committee shall establish requirements for membership and be the final authority in determining whether applicants meet the requirements for membership specified in the by-laws.

**Section 2. Number.** There shall be 21 voting members of the entire Governing Board including the President, President Elect, President Elect-Elect, Immediate Past President, 5 Vice Presidents representing levels, and 12 regional directors. The City of New York shall be represented by three (3) of the twelve (12) governors and the remaining regions by one (1) governor.

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**Section 3. Ex Officio Board Members.** The Governing Board majority vote may also appoint *ex officio*, non-voting Members to serve on the Board, if deemed to be in the best interests of The Corporation. Any such *ex officio*, non-voting Members shall be entitled to all rights and entitlements of other Members, and obligated to honor all corresponding fiduciary duties, excepting they shall not be entitled to:

- i. attend, or receive notice of, any Meeting of the Board, or its various committees, if the purpose of said Meeting(s) relates to concerns with respect to the given *ex officio*, non-voting Member;
- ii. be counted for purposes of determining quorum for any Meeting of the Board, or its various committees;
- iii. vote on any matter being considered by the Board, or its various committees; and/or,
- iv. hold elective Office with The Corporation.

The Executive Director shall serve as *ex-officio*, non-voting Governing Board Member while employed by The Corporation.

**Section 4. Qualifications.** All Governing Board Members must meet the qualifications of membership and be committed to advancing the purposes of The Corporation.

### **Section 5. Board Election Procedures**

**5.1 Selection Procedure.** Governing Board Elections will be held in compliance with the Nominations and Elections Policies

**5.2 Terms of Office.** Board Members may serve no more than two (2) consecutive terms. The term of office for board members and officers shall coincide with the fiscal year of NYSSCA. Terms of office for Board Members will be in compliance with the Nominations and Elections Policies.

**5.3 Newly Created Governing Board Positions.** Newly created Governing Board positions resulting from an increase in the number of Governing Board Members shall be filled by vote of a majority of the Membership. Governing Board members elected to fill newly created Governing Board members shall hold office in accordance with their classification and until their successors have been elected and qualified.

**5.4 Vacancies.** A vacancy in office shall arise upon the resignation, removal, incapacitation or death of a Governing Board Member. A vacancy on the Governing Board occurring in the interim between Annual Meetings may be filled by an interim successor appointed by the Governing Board. At the next Annual Meeting of the Membership following the vacancy, the Membership may elect, by majority vote, a successor for the vacant position. Governing Board Members elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected

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and qualified. No period of interim service shall be considered for purposes of establishing limitations on the terms of Governing Board Members.

**Section 6. Resignation.** A Governing Board Member may resign, at any time, by giving written notice to the Governing Board, the President or the Secretary. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Governing Board, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 7. Suspension & Removal.**

7.1 **Suspension.** Any Governing Board Member may be temporarily suspended, for cause, by a two-thirds (2/3s) majority vote of the Governing Board at any Regular Meeting or Special Meeting of the Board called for that purpose. The period of suspension can last only until such time as the next Annual Meeting of the Membership. At any Meeting where a vote is to be taken to suspend a Governing Board Member, the Governing Board Member in question may attend and shall be given a reasonable opportunity argue in his/her defense.

7.2 **Removal.** Any, or all, of the Governing Board Member(s) may be permanently removed for cause, by a two-thirds (2/3s) majority vote of the Governing Board at any Regular Meeting or Special Meeting of the Board called for that purpose, or with, or without, cause by a majority vote of the Membership at any Annual Meeting or Special Meeting of the Members called for that purpose. At any Meeting where a vote is to be taken to remove a Governing Board Member, the Governing Board Member in question may attend and shall be given a reasonable opportunity argue in his/her defense.

**Section 8. Meetings.**

8.1 **Election Ratification Meeting.** A special meeting of members will be held annually after the Governing Board elections are held to ratify the elections. This meeting can be held on electronic platform where all members can participate in the discussions.

8.2 **Regular Meetings.** The Governing Board, in accordance with a schedule to be determined by resolution to the Board, shall endeavor to annually convene, at least, four (4) Regular Meetings. Reasonable advance notice of the Regular Meetings, including time, date and location, shall be given by means of the advance scheduling of meeting dates, publishing the dates of the Meetings on the website of The Corporation, regular mail, facsimile, electronic communication, telephone and/or personal delivery.

8.3 **Special Meetings.** The Governing Board, whenever called by the President, or any three (3) Governing Board Members, may convene Special Meetings in order to consider specific matters that may be confronted by The Corporation between Regular Meetings, provided the order of business is limited solely to purposes specified in the Meeting notice. Notice of Special Meetings, including purpose, time, date and location, shall be given by regular mail, facsimile,

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electronic communication, telephone and/or personal delivery. If notice is given by telephone or personal delivery, it shall be given not less than three (3) days before the Meeting. If notice is given by regular mail, facsimile or electronic communication, it shall be given not less than five (5) days before the meeting. These meetings may be held on an electronic platform that allows all members to participate in the discussion.

**Section 9. Waivers of Notice.** Notice of any meeting of the Governing Board need not be given to any Governing Board Member who submits a signed waiver of notice, by regular mail, electronic mail, facsimile or personal delivery, to the Board, the President or the Secretary, either before or after the meeting, or who attends the meeting without protesting prior to formal commencement, the lack of formal notice.

**Section 10. Quorum.** A quorum shall be required for the legal and proper conduct of the business of the Governing Board. A majority of Elected Board Members shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Governing Board Member.

#### **Section 11. Organization.**

11.1 *President.* At all meetings of the Governing Board, the President, or, in his/her absence, the President Elect, President Elect-Elect, or, in his/her absence, another Governing Board Member chosen by the Board shall preside.

11.2 *Secretary.* At all meetings of the Governing Board, the Secretary, or, in his/her absence, another Governing Board Member chosen by the Board shall act as secretary of the Meeting.

**Section 12. Voting.** Each Elected Governing Board Member shall have one (1) vote for the transaction of any business considered by the Governing Board.

**Section 13. Parliamentary Law.** In all matters of parliamentary procedure not covered or contradicted by these By-Laws, or applicable statute, regulation or contractual obligation, Robert's Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

#### **Section 14. Action by the Governing Board.**

14.1 **Action Defined.** Except as otherwise provided by statute and/or these By-Laws, an "act," or "action," of the Governing Board shall mean an action at a Meeting of the Board authorized by vote of a majority of the Governing Board Members present at the time of the vote, provided a sufficient quorum is present.

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**14.2 Written Unanimous Consent.** Any action required or permitted to be taken by the Governing Board may be taken without a meeting if the Entire Board submits to the Secretary of The Corporation, or his/her designee, a written consent, delivered by regular mail, facsimile and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Board.

**14.3 Electronic Communication.** Any, or all, Governing Board Member(s), or committee member(s), may participate in any meetings of the Governing Board, by means of a conference telephone, electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board.

### **Section 15. Presumption of Concurrence.**

**15.1 Meeting Participation.** A Governing Board Member who participates in a meeting of the Governing Board at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Governing Board Member:

- i. assures that his/her dissent is entered in the minutes of the meeting;
- ii. files a written dissent to such act or action with the Secretary of the meeting before the adjournment thereof, or;
- iii. forwards a written dissent, by regular mail, facsimile, electronic communication or personal delivery, to the Secretary, immediately after the adjournment of the meeting.

**15.2 Meeting Absence.** A Governing Board Member who is absent from a meeting of the Board at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Governing Board Member:

- i. forwards a written dissent, by personal delivery and/or registered mail, to the Secretary; or, a personally delivers, or, sends by registered mail, his/her written dissent thereto to the Secretary; or,
- ii. assures that his/her dissent is entered in the minutes of the meetings of the Board within a reasonable time after learning of such action.

**Section 16. Attendance.** A Governing Board Member who has missed the majority of the Meetings of the Governing Board within the calendar year shall be asked to resign. In the event it is determined that a given Governing Board Member will not fulfill the majority meeting requirement if he or she is not present at the next scheduled Regular Meeting of the Board, the Secretary shall submit a notice, by regular mail, facsimile and/or electronic mail, to such a Governing Board Member advising him/her that

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if he/she does not attend said Meeting, a motion to this effect will be made for his/her permanent removal.

## ARTICLE IV: NYSSCA Officers

### Section 1 - Officers

- 1.1 **Officers.** The officers of NYSSCA shall be the President, President-Elect, President-Elect-Elect/Treasurer, Immediate Past-President: Vice-Presidents for Elementary, Middle-Junior High, Secondary Counseling, Directors of Counseling, and School Counselor Educators and Regional Governors from the 10 NYSSCA Regions. The Secretary shall be appointed by the President and confirmed by the Board from among the officers or Board Members.
- 1.2 **The President-Elect** shall automatically become President of the NYSSCA one year after the commencement of the term of office as President-Elect, or upon the death, incapacitation or resignation of the President. In the event a President-Elect should resign or otherwise be unable to complete the President's unexpired term under the above conditions, the immediate Past-President of NYSSCA shall assume the position of President until the Governing Board, by a two-thirds ( $\frac{2}{3}$ ) majority vote appoints a qualified NYSSCA member to fill any such vacancy.
- 1.3 **The President-Elect-Elect/Treasurer** shall automatically become President-Elect of the NYSSCA one year after the commencement of the term of office as President-Elect, or upon the death, incapacitation or resignation of the President-Elect. In the event a President-Elect should resign or otherwise be unable to complete the President's unexpired term under the above conditions, the immediate Past-President of NYSSCA shall assume the position of President until the Governing Board, by a two-thirds ( $\frac{2}{3}$ ) majority vote appoints a qualified NYSSCA member to fill any such vacancy.
- 1.4 **The Immediate Past-President** shall serve in this office for one year or until the current President's term has expired.
- 1.5 **The Secretary** shall be appointed by the President and ratified by the Governing Board for a two-year term.
- 1.6 **The Finance Director** shall be appointed by the President and ratified by the Governing Board for a two-year term.

### Section 2 - Length of Office:

The President, President-Elect, President-Elect-Elect, and Past-President shall serve one (1) year terms in their respective positions.

Vice-Presidents shall serve two (2) year terms.

Regional Governors shall serve two (3) year terms

An elected officer shall not be a candidate for, or nominated to the same office for more than two consecutive terms except that the President-Elect succeeding to the office of the President shall serve the term of the President in full, in addition to serving whatever may remain of an unexpired term of a President unable to serve the full term of the President's office.

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### Section 3 - Duties of Officers:

- 3.1 **The President.** The President shall serve as the Chief Volunteer Executive Officer and shall in general monitor and supervise the business and affairs of The Corporation. He/she shall preside at all meetings of the Governing Board and shall be an ex-officio voting member of all Committees of the Board and Committees of The Corporation. The President shall recommend standing and temporary committee appointments for approval by the Governing Board and serve as an ex-officio voting member of all committees. The President shall perform other duties of the office as proscribed by the Board or described in NYSSCA Governing Policies. The President is authorized to sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these By-Laws and/or applicable regulation or statute to some other Officer or agent of The Corporation. The President is the sole Officer or Director authorized to speak on behalf of The Corporation, unless the President and/or the Governing Board have otherwise delegated such authority to another Officer, Governing Board Member and/or representative or otherwise directed by these By-Laws. The President shall perform such other duties as from time-to-time may be assigned to him/her by the Board.
- 3.2 **The President-Elect.** The President-Elect shall coordinate the activities of any NYSSCA division conferences, assisted by the conference committee and perform all other duties of the office as proscribed by the Board or described in NYSSCA Governing Policies.
- 3.3 **The President-Elect-Elect/Treasurer.** The President Elect-Elect shall work with the President and President-Elect in planning and implementation of the annual conference and perform all other duties of the office as proscribed by the Board or as described in NYSSCA Governing Policies. The Treasurer shall be responsible for the supervision and accounting of all funds received or expended by the Corporation and shall keep the Governing Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all Regular Meetings of the Board in a format proscribed by the Board. The Treasurer shall perform other duties as from time-to-time may be assigned to him/her by the President and/or the Board.
- 3.4 **Vice-Presidents.** Shall represent the members of their level to the NYSSCA Governing Board and communicate with them as appropriate and perform all duties of their office as described in NYSSCA Governing Policies
- 3.5 **Regional Governors.** Shall represent NYSSCA members in their geographic area and communicate with them as appropriate and perform all other duties of the office as described in our NYSSCA Governing Policies.

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App. Summer 2005; Amended by Exec. Bd 10/18/2008; App. at Annual Mtg, 11/15/2008; Amended by Executive Board, 10/2/2010; App. at Annual Mtg, 11/6/2010; Amended by Executive Board, 8/16/2014; App. Annual Mtg, 11/1/2014; Amended by Executive Board, 8/12/2017; App. Annual Mtg, 11/18/2019; App. by Executive Board 8/3/2019; App. at Annual Mtg. 11/23/2019

- 3.6 **Secretary.** The Secretary shall generally be responsible for assuring that the records of The Corporation are properly recorded, documented and stored and that all informal or formal notices that may be issued by The Corporation are tendered in a manner in compliance with all applicable statutes, regulations, contracts, ethical obligations, the Certificate of Incorporation, as may be amended, and these By-Laws. The Secretary shall assure that the minutes of the meetings of the Governing Board, and Committees of the Board or Corporation, if any, are properly recorded, documented and stored; keep a record of the post office address, telephone number and, when possible electronic address of each Member, Governing Board Member, Officer and member of a committee who does not serve on the Board, if any; notify Governing Board Members of election and members of committees of appointment; and, generally serve as custodian of the records of The Corporation. He/she may delegate recording, documentation and storage and other duties, as deemed appropriate, to other Officers, excepting the President, Governing Board Members, or employees of The Corporation with the approval of the president. The Secretary shall perform such other duties as from time-to-time may be assigned to him/her by the President and/or the Board.

#### **Section 4 –Appointed Officers**

- 4.1 **Executive Secretary/Historian** shall maintain the NYSSCA the NYSSCA historical archives, respond to member and non-member queries, and carry out such duties as the Governing Board shall direct.
- 4.2 **Parliamentarian** assures proper parliamentary procedures are followed at all Board functions
- 4.3 **Delegates to ASCA’s Delegate Assembly** shall be appointed by the Governing Board with a two-thirds (2/3) vote. All delegates must be members of the American School Counselor Association in good standing

#### **Section 5 – Appointed Employees**

- 5.1 **The Executive Director** shall provide a centralized contact for the organization in order to facilitate communication, recordkeeping, activities, information and referral services. The Executive Director is accountable to the Governing Board and reports directly to the President. The Executive Director is appointed by the President and ratified by the board for a one-year term. He or she performs all other duties of the office as described in our NYSSCA Governing Policies and job description. The Executive Director serves as an ex-officio, non-voting member of the Governing Board.

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5.2 **The Finance Director** shall act in a manner prescribed by the Financial Policy. The Finance Director is appointed by the President and ratified by the board for a two-year term. The Finance Director serves as an ex-officio, non-voting member of the Governing Board. His or her duties will be defined in a written job description. The Finance Director reports directly to the Treasurer.

## ARTICLE V- Committees

**Section 1. Committee Types & General Authority & Responsibilities.** The Governing Board may permissibly charge committees to perform various functions on behalf of The Corporation in either of the two (2) available types: Committees of the Board and Committees of the Corporation. Each Committee of the Board and Committee of the Corporation, and every member thereof, shall serve at the pleasure of the Board. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the Entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities and determinations. Committee Chairs are appointed annually and approved by the Board at the August Board meeting or when a vacancy occurs.

**Section 2. Committees of the Board.** Committees of the Governing Board shall be comprised solely of, at least, three (3) voting Directors appointed by the Board and shall have either standing authority and/or may be designated specific authority from time-to-time by the Board to take action that would legally bind the Board and/or The Corporation. Provided that appointments to an Executive Committee, or similar committee however denominated, shall be made by approval of a majority of the Entire Board.

In accordance with statutory limitations, no Committee of the Board shall have such authority in the following matters:

- i. submission to Members, if any, of any act, or action, requiring Members approval by statute and/or these By-Laws;
- ii. filling of vacancies on the Board, or in any of its various committees;
- iii. fixing of compensation for Governing Board Members, or members of its various committees;
- iv. authorization of any form of Fundamental Corporate Change, as set forth in these By-Laws, including, but not limited to amendment, or repeal, of these By-Laws or the adoption of new By-Laws;
- v. amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal;
- vi. the election or removal of Officers and Governing Board Members;
- vii. the approval of a merger or plan of dissolution;

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- viii. the adoption of a resolution recommending to the Members an action on the sale, lease, exchange or other disposition of all or substantially all the assets of The Corporation or, if there are no Members entitled to vote, the authorization of such transaction; or
- ix. the approval of amendments to the Certificate of Incorporation.

Additional limitations on the authority of Committees of the Board may exist as stated in these By-Laws or by majority vote of the Governing Board.

The Board shall appoint, at least, three (3), Governing Board Members and/or to serve the following standing Committees of the Board: Executive & Finance. The Board may designate additional standing Committees of the Board, with such authority as the applicable resolution shall provide.

**2.1 Executive and Finance Committee.** The Executive & Finance Committee shall be comprised of the elected Officers of The Corporation, President, Immediate Past President, Vice-Presidents, President Elect, President Elect-Elect, Treasurer, and Secretary; and, any additional members of the Governing Board that may be appointed to serve on the Committee from time-to-time. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall distribute minutes of its meetings to the Entire Governing prior to the next meeting of the Board and, when appropriate, may otherwise inform the Governing Board in a timely manner of binding decisions made on its behalf. The Executive and Finance Committee shall maintain surveillance of the operations and affairs of The Corporation and shall be empowered to transact only such business as may be necessary between Regular Meetings of the Governing Board. The Executive and Finance Committee shall be responsible for overseeing the overall fiscal affairs of The Corporation. The Committee shall also develop a budget for approval by the Governing Board; propose policies governing the finances of The Corporation for adoption by the Board; and, endeavor to assure that all The Corporation's institutional funds are deposited, invested and withdrawn in a manner consistent with all applicable statutes, regulations and contractual obligations, if any. The Committee shall assure that proper federal and state compliance and tax filings are submitted, and that any taxes due have been paid or, otherwise, addressed. It shall periodically review The Corporation's internal and financial controls, and the adequacy of the Corporation's insurance coverage. The Committee shall be responsible for strict adherence to, and enforcement of, The Corporation's Governing Board Conflicts of Interest Policy which is annexed to these By-Laws as an Appendix. It shall also assure that proper policies and procedures are in place to ensure that all newly-received and annually-submitted Conflict of Interest Disclosure Statements, an unexecuted copy of which is annexed to these By-Laws as an Appendix and any case-specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Chair of the Committee and shall subsequently see to it that they are properly considered for auditing purposes. Meetings of the Committee may be called by the Chair or by any three (3)-members of the Committee.

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**Section 3. Committees of the Corporation.** Committees of the Corporation shall be comprised of, at least, three (3) individuals appointed by the Board and shall either have standing authority or may be designated specific authority from time-to-time by the Board. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or The Corporation.

The Board shall appoint, at least three (3) voting Board Members, Member, and/or non-Governing Board Members to serve on the following standing governance related Committees of the Corporation: 1) Nominating/Board Development and 2) Strategic Planning. The Board shall appoint at least three (3) voting Governing Board Members, Members, and/or non-Governing Board Members to serve on the following standing Membership/Mission related Committees of the Corporation: 1) Marketing and Public Relations; 2) Advocacy and Public Policy; 3) Professional Development and Publications; and 4) Member Engagement and Recognition. The Board may designate other standing, or *ad hoc*, Committees of the Corporation, with such authority as the applicable resolution shall provide. Standing committees of the Corporation may assign subcommittees to carry out the operational work of the organization.

**3.1 Board Development.** The Board Development shall consist of, at least, three (3) *Governing* Board Members, as well as an unlimited number of other Governing Board Members and/or non-Governing Board Members. The Committee shall be responsible for recruiting and nominating Governing Board Members for election by the Membership and Officers for appointment by the Board; coordinating orientation for new Governing Board Members and assuring the continued development and training of the Board; endeavoring to assure that the composition of the Governing Board is properly diversified by any class or qualification deemed imperative by the Board; monitoring Governing Board Member participation and attendance; and, overseeing Governing Board Member compliance with all express and implied policies and procedures. The committee shall review the bylaws annually to ensure compliance with regulations and practice and make recommendations for amendment as appropriate.

**3.2 Strategic Planning.** The Strategic Planning Committee shall review the Strategic Plan annually and lead the Board through a revision every 5 years. This committee shall also draft the annual work plan for presentation to the board.

**3.3 Marketing and Public Relations.** This committee is responsible for communicating with other professional associations, local school counseling associations and other associations with common stakeholders and interests. The chair is NYSSCA's primary representative to such groups, e.g, the New York State Council of Educational Associations (NYSCEA).

**3.4 Advocacy and Public Policy.** This committee shall identify political issues influencing professional school counseling and the Association; develop an advocacy plan to affect the above-mentioned issues for board approval; implement the advocacy plan in accordance with NYSSCA's Governance Policy Procedures; *and* educate members and other practicing school counselors on above mentioned issues and methods for affecting those issues.

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**3.5 Professional Development and Publications.** This committee is responsible for organizing NYSSCA's annual conference and other professional development activities, coordinates the Association's newsletter, and oversees the publication of any publications and documents the Association offers to members and other school counselors.

**3.6 Member Engagement and Recognition.** This committee is responsible for developing and implementing a plan to promote the benefits of membership and strengthen member engagement. The committee shall review member benefits and dues, maintain NYSSCA's membership roster, communicate with members regarding their membership status, and develop and implement a plan to recruit new members. This committee shall be responsible for coordinating NYSSCA's annual awards program, coordinating and completing all nominations to the American School Counselor Association's awards program; and coordinating the Graduate Student Award program.

**Section 4. Meetings.** Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the President or the Chair of the applicable Committee or by majority vote of the members of the committee.

**Section 5. Quorum and Manner of Acting.** A majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of all committees shall be subject at all times to the direction of the Board. All committees shall maintain appropriate minutes of their meetings in an effort to document proper and appropriate oversight.

## Article VI. NYSSCA Affiliates

**Section 1. Description.** A group which has a common purpose and/or location, e.g., geographic area, school counseling directors or vocational counselors may request recognition as an official NYSSCA affiliate. NYSSCA Affiliate charters may be granted or revoked following processes set forth in NYSSCA policies that address NYSSCA affiliate groups.

## Article VII. Elected Officer & Director Compensation, Reimbursement & Loans

**Section 1. Compensation.** No elected Governing Board Member, Officer or member of a committee shall receive compensation for his/her services as a Governing Board Member, Officer and/or member of a committee, but if properly authorized, may permissibly receive other compensation for services that may be rendered to The Corporation, provided any such compensation is awarded pursuant to all applicable policies and procedures required by statute, regulation and/or these By-Laws. The Governing Board shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes, such as the position of Executive Director.

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**Section 2. Reimbursement.** Notwithstanding the mandates of this Article, at the discretion of the Governing Board, individual Governing Board Members, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties on behalf of The Corporation.

**Section 3. Loans.** No loans shall be made by The Corporation to its Governing Board Members, Officers, members of committees or to any other corporation, firm, association or other entity in which one or more of its Governing Board, Officers or committee members are directors or officers or hold a substantial financial interest, except as may be permitted by statute.

## Article VIII. Fiscal Year & Independent Financial Audit

**Section 1. Fiscal Year.** The fiscal year of The Corporation shall commence on the first day of July and conclude on the last day of June.

**Section 2. Independent Financial Audit.** If required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Governing Board, the accounts of The Corporation shall be subject to an annual audit report or audit review report prepared by “Independent Auditor” (as defined by Appendix “A”), and conducted in a manner compliant with all applicable statutory, regulatory and contractual obligations, to be overseen solely by “Independent Governing Board Members” (as defined by Appendix “A”) serving on either the Governing Board, or an authorized Committee of the Board.

## Article IX. Fiduciary Duties

**Section 1. Duty of Care.** All Governing Board Members shall exercise the same standard of care that a reasonable person, with similar abilities, acumen and sensibilities, would exercise under similar circumstances at all times. Each Governing Board Member shall endeavor to understand all, or substantially, all of the consequences of his/her actions and/or the omissions.

**Section 2. Duty of Loyalty.** No Governing Board Member shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with The Corporation. No Governing Board Member shall be permitted to take any action, or establish any interest, that compromises his/her ability to represent The Corporation’s best interest. All Governing Board Members are expected to represent the interests of this Corporation at all times while serving on the Board.

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**Section 3. Duty of Obedience.** No Governing Board Member shall be permitted to disobey or publicly contradict an authorized decision of the Board.

## ARTICLE X. Statutory Compliance

**Section 1. Definitions.** Should any term, phrase or understanding relative to any topic addressed in these By-Laws and/or the policies of The Corporation be specifically defined in a document entitled, "By-Law and Corporate Policy Definitions," a copy of which is annexed hereto, and made a part hereof of these By-Laws as **Appendix "A"**, the stipulated definition of such term in said document shall govern for purposes of interpreting the By-Laws and/or corporate policies.

**Section 2. Conflicts of Interest & Related Party Transaction Protocols.** The Board shall adopt, and at all times honor, the terms of a written Conflicts of Interest & Related Party Transaction Policy to assure that its, Board Members, Officers and Key Persons act in The Corporation's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. *Procedures.* procedures for disclosing, addressing and documenting by the Governing Board, or an authorized committee thereof, as appropriate:
  - a. Conflicts of Interest,
  - b. possible Conflicts of Interest for a determination as to whether a conflict exists, and
  - c. Related Party Transactions,
- ii. *Restrictions.* stipulations that when the Governing Board, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:
  - a. be present at, or participate in, any deliberations;
  - b. attempt to influence deliberations; and/or,
  - c. cast a vote on the matter.
- iii. *Definitions.* definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.
- iv. *Documentation.* requirements that the existence and resolution of the conflict and/or transaction be documented in the records of The Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
- v. *Audit-Related Disclosure.* protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transaction are properly forwarded to the Governing Board, or another authorized committee, as appropriate, for purposes of audit-related consideration.

**Section 3. Conflicts of Interest & Related Party Transaction Conflicts Policy.** The Conflicts of Interest and Related Party Transaction Policy of The Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as **Appendix "B."** This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors

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present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

**Section 4. Potential Conflicts Disclosure Statement.** The Potential Conflicts Disclosure Statement of The Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as **Appendix "C."**

## Article XI. Prohibited Conduct, Obligation & Related Policies

**Section 1. Prohibited Conduct.** Neither bullying, harassment nor discrimination shall be tolerated by this Corporation. Any individual bound by these By-Laws who is subject to bullying, abusive behavior, harassment, inappropriate physical touching or suggestive language, unfair behavior or discrimination relating to race, ethnicity, national origin, gender, religion, age, disability, veteran status, marital status, sexual orientation, political or union affiliation, or records of arrests or convictions, or who experiences such is encouraged to report it immediately to a member of the Executive & Finance Committee.

**Section 2. Obligations.** Any individual bound by these By-Laws who is aware of conduct that would reasonably violate the terms of Section 1 herein is required to report such activity immediately.

**Section 3. Related Policies.** Appropriate policies concerning workplace bullying, harassment or discrimination will be stipulated in the personnel policies and procedures promulgated by The Corporation. However, nothing in this Article will bind the staff of The Corporation, who will instead be covered by the procedures contained in their personnel policies and procedures.

## Article XII. Indemnification of Governing Board Members, Officers, & Employees

**Section 1. Indemnification Obligations.** Provided that it first obtains, and subsequently maintains a Directors and Officers (D&O) liability insurance policy with coverage limits deemed reasonably appropriate by qualified professionals, The Corporation shall indemnify its Members, Governing Board Members, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys' fees, in connection with any claim asserted against the Member, Governing Board Member, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a Governing Board Member, Officer, employee or volunteer of The Corporation and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of The Corporation, and was not unlawful, unethical or immoral. Any such indemnification shall be considered, awarded and governed by the terms of a comprehensive Indemnification and Insurance Policy. **(See appendix D)**

*NYSSCA By Laws*

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### Article XIII. Fundamental Corporate Changes

**Section 1. By-Law Amendment.** These By-Laws may be amended, repealed or altered, by a two-thirds (2/3) majority vote of the Governing Board Members present at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, excepting that the Board shall have no authority to amend, repeal or alter any By-Law applicable to the rights, entitlements and/or obligations of the Members. Any amendment, repeal or alteration of the By-Laws authorized by the Board shall be presented to the Membership at the next Annual Meeting or Special Meeting of the Membership called for that purpose, and may be vetoed, in whole or in part, or otherwise modified by majority vote of the Members present. The Membership may by majority vote of the Members present at any Annual Meeting or Special Meeting of the Membership called for that purpose, amend, repeal or alter Article III, this Article XII, any other By-Law applicable to the rights, entitlements and/or obligations of the Members or the By-Laws, in their entirety, with or without the consent of the Board.

- 1.1 Amendments may be proposed by any members of the Governing Board or by a petition signed by at least fifteen (15) Professional or Retired members of NYSSCA and sent to the Secretary and President at least sixty (60) calendar days before the next scheduled Annual Business Meeting.
- 1.2 Amendments proposed by petition, shall be presented by the Secretary of the Governing Board, for their review and recommendation by a simple majority vote before the Annual Meeting. The Secretary may be assisted in this duty by the standing by-laws committee.
- 1.3 Proposed by-laws changes may be introduced from the floor at a NYSSCA Annual Business Meeting by Professional, Student, Associate, or Retired members in good standing. Such proposed changes cannot be approved but can be noted for future consideration.

#### **Section 2 - Adoption:**

Proposed by-laws amendments submitted according to these procedures shall be considered by a two-thirds ( $\frac{2}{3}$ ) majority vote of Professional, Student, Associate and Retired members present and voting at the Annual Business Meeting. Floor amendments so considered must be sent to the membership with an accompanying recommendation for approval or disapproval within ninety (90) calendar days after the Annual Meeting.

#### **Section 3 - Review:**

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These by-laws shall be reviewed every three (3) years or sooner as necessary, by the Board Development/Governance Committee and their findings and recommendations be presented for the approval of the Governing Board. The Governing Board shall direct the Committee to draft new by-laws, or by-laws amendments as may be required

**Section 4. Certificate of Incorporation Amendment.** The Certificate of Incorporation of The Corporation may be changed or amended, in whole or in part, by a two-thirds (2/3) majority vote of each the Governing Board and those entitled to cast ballots for a resolution of the Membership, provided all statutory approvals are subsequently secured and any Certificate of Amendment or Restated Certificate of Incorporation is accepted for filing by the New York Department of State.

**Section 5. Creation of Corporate Affiliate Relationship.** The Corporation may only enter into any affiliate arrangement, such as a parent/subsidiary relationship with another corporation, or form a new corporation for purposes of establishing an affiliate relationship, by a two-thirds (2/3) majority vote of each the Governing Board and those entitled to cast ballots for a resolution of the Membership.

**Section 6. Merger or Consolidation.** This Corporation may be merged or consolidated by a two-thirds (2/3) majority vote of each the Governing Board and those entitled to cast ballots for a resolution of the Membership, provided all statutory approvals are subsequently secured and any Certificate of Merger or Consolidation is accepted for filing by the New York State Department of State.

**Section 7. Dissolution.**

*7.1. Procedure.* This Corporation may be dissolved by a two-thirds (2/3) majority vote of each the Governing Board and those entitled to cast ballots for a resolution of the Membership, provided all statutory approvals are subsequently secured and a Certificate of Dissolution is accepted for filing by the New York Department of State.

*7.2. Residual Assets.* In seeking approvals necessary for Dissolution, The Corporation shall exercise its best efforts to assure that any residual assets shall be donated to another Not-for-Profit Corporation qualified under Section 501(c)(3) of the Internal Revenue Code with purposes similar to those of this Corporation.

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## **APPENDIX A—By-Law & Corporate Policy Definitions**

1. **Corporate Affiliate-** means any entity controlled by, or in control of, The Corporation.
2. **Charitable Corporation-** Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with Charitable purposes.
3. **Board Member-** means any member of the governing board of The Corporation, whether designated as director, trustee, manager, governor, or by any other title.
4. **Entire Board -** means the total number of Directors entitled to vote which The Corporation would have if there were no vacancies. If the By-Laws provide that the Board shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.
5. **Independent Auditor-** means any Certified Public Accountant performing the audit of the financial statements of The Corporation who is not, nor is any member of his/her firm, an Officer, Director, Employee or Volunteer of The Corporation or has a Relative who is such an individual.
6. **Independent Governing Board Member-** means a Governing Board Member who:
  - i. is not, and has not been within the last three (3) years, an Employee or Key Person of The Corporation or a Corporate Affiliate of The Corporation and does not have a Relative who is, or has been within the last three (3) years, a Key Person (as defined by these By- Laws) of The Corporation or a Corporate Affiliate;
  - ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from The Corporation or a Corporate Affiliate (other than reimbursement for expenses reasonably incurred as a Board Member or reasonable compensation for service as a Board Member if permitted by statute and regulation; ,
  - 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 of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, The Corporation or a Corporate Affiliate of The Corporation if the amount paid by The Corporation or the entity, or received by The Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than:
    - a. five hundred thousand dollars (\$500,000);
    - b. twenty-five thousand dollars (\$25,000) if the entity's consolidate gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000);

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- c. one hundred thousand dollars (\$100,000) if the entity's consolidate gross revenue was ten million dollars (\$10,000,000) or more ; or
    - iv. is not and does not have a Relative who is a current owner, whether wholly or partially, Board Member, Officer or Employee of The Corporation 's outside auditor or who has worked on The Corporation 's audit at any time during the past three (3) years.
      - For purposes of this definition, the term “compensation” does not include reimbursement for expenses reasonably incurred as a Board Member or reasonable compensation for service as a Board Member;
      - For purposes of this definition, the term "payment” does not include charitable contributions, dues or fees paid to The Corporation for services which The Corporation performs as part of its nonprofit purposes, or payments made by The Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to The Corporation are available to individual members of the public on the same terms, and such services received by The Corporation are not available from another source.
- 7. Key Person** - means any person, other than a Board Member or Officer, whether or not an Employee of The Corporation who:
- i. has responsibilities, or exercises powers or influence over The Corporation as a whole similar to the responsibilities, powers, or influence of Board Members and Officers;
  - ii. manages The Corporation, or a segment of The Corporation that represents a substantial portion of the activities, assets, income or expenses of The Corporation; or alone, or with others, controls or determines a substantial portion of The Corporation's capital expenditures or operating budget.
- 8. Member** - means any person afforded rights, entitlements or obligations with respect to the governance and operations of The Corporation, as identified in the By-Laws and/or the Certificate of Incorporation, as may be amended. For instance, if a Membership is authorized to elect Directors or approve By-Laws changes.
- 9. Non-Charitable Corporation** - Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with Non-Charitable purposes.
- 10. Officer**- means any director, executive board member, trustee, manager, governor, or by any other title, any individual holding an office of The Corporation identified in the Certificate of Incorporation and/or By-Laws.
- 11. Relative**- of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

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## **APPENDIX B—Executive Board Conflicts of Interest Policy & Related Party Transactions Policy**

### ***1. Policy Requirements.***

Any real or potential “Conflict of Interest” and/or “Related Party Transaction” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Executive Board Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority of the Executive Board, excluding any Board Members with an interest in the subject transaction or matter.

### ***2. Definitions.***

- a. **Conflict of Interest.** Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Corporation and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall not be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Executive Board:
- i. the current, or prior, service of an Officer, Board Member or Key Person of this Corporation, or a Relative thereof, all as defined herein, as an officer, Board Member, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is: considered to be a Corporate Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; a Corporate Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
  - ii. the current, or prior, receipt by an Officer, Board Member or Key Person of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does, has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of The Corporation.

- b. **Related Party Transaction.** Unless otherwise specifically excluded herein, a “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which The Corporation, or any Corporate Affiliate, is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Executive Board:
- i. the transaction, or the Related Party’s financial interest in the transaction is de minimis;
  - ii. the transaction would not customarily be reviewed by the Board, or Boards of similar organizations, in the ordinary course of business and is available to others on the same or similar terms; or
  - iii. the transaction constitutes a benefit provided to a Related Party solely as a member of a

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class of the beneficiaries that The Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of The Corporation.

- c. **Related Party.** A “Related Party” means any:
- i. Officer (of The Corporation or any Corporate Affiliate), as defined by statute;
  - ii. Board Member (of The Corporation or any Corporate Affiliate), as defined by statute;
  - iii. Key Person (of The Corporation or any Corporate Affiliate), as defined by statute;
  - iv. founder of The Corporation;
  - v. individual who has made substantial monetary contributions to The Corporation;
  - vi. Relative, as defined by statute, of an Officer, Board Member, Key Person, founder or substantial contributor;
  - vii. partnership or professional corporation where an Officer, Board Member or Key Person, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
  - viii. entity where an Officer, Board Member or Key Person, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or,
  - ix. corporate entity where an Officer, Board Member or Key Person, or a Relative thereof, serves as an officer, director, trustee, key employee or partner, or the equivalent thereof.

### **3. General Disclosure.**

Prior to initial election, and annually thereafter, each Board Member shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Board Member’s knowledge, any entity of which such Board Member is an officer, director, trustee, owner (either as a sole proprietor, partner or member) or employee and with which The Corporation has a relationship, and any transaction in which The Corporation is a participant and in which the Board Member might have a real or potential interest. The Secretary shall provide a copy of all completed disclosure statements to the Executive Board, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Board Member on request.

### **4. Specific Disclosure.**

If at any time during his or her term of service, a Board Member, Officer or Key Person (each as defined by Appendix “A”) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Executive Board, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

### **5. Process of Review.**

Unless the Executive Board elects to directly assume such responsibility, the Executive & Finance Committee, or another designated Committee of the Board, shall thoroughly review any real, or potential, Conflict of Interest or Related Party Transaction, or any other interested matter and submit to the Board a recommendation as whether or not it should be approved.

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**6. *Corporate Affiliate Transactions.***

The current, or prior, service of an Officer, Board Member or Key Person of this Corporation, or a Relative thereof, all as defined by statute, as an Officer, Board Member, Trustee, Key Person or partner, or the equivalent thereof, of any corporate entity that is, i) considered to be a Corporate Affiliate, as defined by statute; ii) otherwise, controlled by, or controls, this Corporation, and/or; iii) is an Affiliate of any corporate entity controlled by, or that controls, this Corporation, shall not, standing alone, be considered a Conflict of Interest or a Related Party Transaction for purposes of interpretation of the definition of either term or consideration of any such matter by the Executive Board.

**7. *Standard of Review.***

For purposes of this policy, amongst the considerations of the Executive Board, the Executive & Finance Committee, or another authorized Committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this “Conflict of Interest and/or Related Party Transaction Policy” shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered an ordinary business matter unworthy of additional non-customary review and/or documentation.

**8. *Authorization of Conflicts of Interest & Related Party Transactions.***

The Corporation shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board, or an authorized committee thereof, to be fair, reasonable and in The Corporation's best interest at the time of such determination.

**9. *Authorization of Transactions Concerning Substantial Financial Interest.***

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Executive Board, the Executive & Finance Committee, or another authorized designated Committee of the Board, as appropriate shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds (2/3s) majority vote of the Executive Board and/or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

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**10. Restrictions.**

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, the Executive & Finance Committee, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board, or authorized committee thereof, meeting prior to the commencement of deliberations or related voting.

**11. Audit-Related Disclosure.**

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Board Member Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Secretary of the Executive Board, or the chair an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.

**12. Nepotism.**

If a “Relative” (as defined by Appendix “A”), or a household member, of an employee or Board Member is considered for employment or retention by The Corporation as an employee or contractor, a presumption of a Conflict of Interest and Related Party Transaction is created. The terms of this Conflicts of Interest and Related Party Transaction Policy will govern the consideration of such a matter. In cases where a Related Party, or household member of a conflicted individual, is found to be the best candidate for a given position and is hired as an employee or retained as a contractor, The Corporation shall document that the employee/contractor is qualified and paid a reasonable salary/rate in accordance with other corporate employees and contractors. In addition, such employee or contractor shall not be supervised by, or be in the line of supervision of, the Related Party or conflicted household member.

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## APPENDIX C—Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

### —Code of Ethical Conduct—

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Board Member, Officer and Key Person (to the extent applicable) shall adhere to the following code of conduct:

#### By-Laws & Policies.

- be aware of and fully abide by the By-Laws, policies and procedures of The Corporation
- assure compliance of The Corporation with respect to all applicable statutes, regulations and contractual requirements
- respect and fully support the duly-made decisions of the Executive Board in accordance with all applicable fiduciary duties, including those related to care, loyalty and obedience
- respect the work and recommendations of committees, which are duly charged and have convened and deliberated accordingly
- work diligently to ensure that the Board fully assumes its role as a policy-making, governing body
- understand that the Executive Director, as The Corporation’s chief administrative officer, has the sole responsibility for the day-to-day management of The Corporation—specifically, including the supervision of personnel—and for implementation of Board policies and directives

#### Informed Participation.

- attend most, if not all, meetings of the Executive Board and assigned committees
- remain informed of all matters, including financial, that come before the Board and/or assigned committees
- respect and follow the “chain of command” of the Board and administration
- constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and corporate constituencies
- oppose, on the record, actions of the Board with which one disagrees or is in serious doubt
- appropriately challenge, within the structure and By-Laws of The Corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of The Corporation
- do not fully commit to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed, and action taken.
- act in ways that do not interfere with the duties or authority of staff

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### Conflict of Interest, Representation & Confidentiality

- represent the best interests of The Corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of The Corporation
- conform to the procedures for such disclosure and actions as stated in the By-Laws or otherwise established by the Executive Board
- not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the Board Member's affiliation with The Corporation.
- publicly support and represent the duly made decisions of the Board
- always speak positively of The Corporation when communicating with current and potential stakeholders and constituencies
- not take any public position representing The Corporation on any issue that is not in conformity with the official position of The Corporation
- not use or otherwise relate one's affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election
- maintain full confidentiality and proper use of information obtained as a result of Board service in accordance with Board policy or direction

### Interpersonal.

- speak clearly, listen carefully to and respect the opinions of fellow Board Members and Key Persons
- promote collaboration and partnership among all Board Members
- maintain open communication and an effective partnership with The Corporation's Officers and various committees, if any
- remain "solution focused," offering criticism only in a constructive manner
- not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the Board because of differences in opinion or other personal reasons
- always work to develop and improve one's knowledge and skills that enhances one's abilities as a Board Member

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**—Annual Potential Conflicts Disclosure Statement—**

As a Board Member or Officer or Key Person of The Corporation, prior to your being seated on the Executive Board or commencing employment with The Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, be advised, all material terms identified by quotation marks are defined by Appendix “A” of the By-Laws of The Corporation, which is entitled “By-Law & Corporate Policy Definitions”.

***please mark ‘Yes’ or ‘No’ & provide additional information when requested***

**Financial Information Return Disclosure**

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an Officer, Director, Trustee, Key Person, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with The Corporation?

\_\_\_\_\_      \_\_\_\_\_  
No              Yes              If *Yes*, attach a detailed explanation of the circumstances.

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Board Member” or “Key Person” of The Corporation?

\_\_\_\_\_      \_\_\_\_\_  
No              Yes              If *Yes*, attach a detailed explanation of the circumstances.

3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with The Corporation?

\_\_\_\_\_      \_\_\_\_\_  
No              Yes              If *Yes*, attach a detailed explanation of the circumstances.

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4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with The Corporation that might reasonably be considered a real or potential conflict of interest pursuant to The Corporation’s Executive Board Conflicts of Interest Policy, which has not been otherwise disclosed herein?

\_\_\_\_\_      \_\_\_\_\_  
 No                  Yes                  If *Yes*, attach a detailed explanation of the circumstances.

5. Have you been provided with, properly reviewed and reasonably understand the terms of The Corporation’s current written Executive Board Conflicts of Interest Policy?

\_\_\_\_\_      \_\_\_\_\_  
 No                  Yes                  If *Yes*, attach a detailed explanation of the circumstances.

### **Independent Director Assessment Disclosure**

In order to qualify as an “Independent Director,” as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the ***negative*** to each of the following questions, although failure to respond to all questions in the ***negative*** shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an Employee or a Key Person of The Corporation, or a “Corporate Affiliate” (as defined by statute) of The Corporation?

\_\_\_\_\_      \_\_\_\_\_  
 No                  Yes                  If *Yes*, please attach a detailed explanation of the circumstances.

2. Do you have a “Relative” (as defined by statute) who is, or has been within the last three (3) years, a “Key Person” (as defined by statute) of The Corporation or a “Corporate Affiliate” of The Corporation?

\_\_\_\_\_      \_\_\_\_\_  
 No                  Yes                  If *Yes*, please attach a detailed explanation of the circumstances.

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from The Corporation, or a “Corporate Affiliate” of The Corporation, other than reimbursement for out-of-pocket expenses or compensation as a Director?

\_\_\_\_\_      \_\_\_\_\_  
 No                  Yes                  If *Yes*, please attach a detailed explanation of the circumstances.

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4. Do you have a “Relative” who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from The Corporation, or a “Corporate Affiliate” of The Corporation, other than reimbursement for out-of-pocket expenses or compensation as a Director?

\_\_\_\_\_ No                      \_\_\_\_\_ Yes                      If Yes, please attach a detailed explanation of the circumstances.

5. Are you, or a Relative, a current officer or employee of, or have a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, The Corporation or an “Corporate Affiliate” of The Corporation, if the amount paid by The Corporation to the entity or received by The Corporation from the entity for property or services, within the last three (3) fiscal years, exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars (\$500,000); twenty-five thousand dollars (\$25,000) if the entity's consolidate gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000); one hundred thousand dollars (\$100,000) if the entity's consolidate gross revenue was ten million dollars (\$10,000,000) or more?

- Note: for purposes of this question, the definition the term “payments” does not include charitable contributions, dues or fees paid to The Corporation for services which The Corporation performs as part of its nonprofit purposes, or payments made by The Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to The Corporation are available to individual members of the public on the same terms, and such services received by The Corporation are not available from another source.

\_\_\_\_\_ No                      \_\_\_\_\_ Yes                      If Yes, please attach a detailed explanation of the circumstances.

6. Are you, or a Relative, a current owner (wholly or partially), Director, Officer or Employee of The Corporation's outside auditor, or have otherwise worked on The Corporation's outside audit at any time during the past three (3) fiscal years?

\_\_\_\_\_ No                      \_\_\_\_\_ Yes                      If Yes, please attach a detailed explanation of the circumstances.

**—Certification—**

I, the undersigned, certify that I have read and understand this Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of The Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of The Corporation, except those that may have been disclosed herein.

\_\_\_\_\_  
Board Member Signature

\_\_\_\_\_  
Date

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## **APPENDIX D—Indemnification & Insurance Policy**

### ***1. Authorized Indemnification.***

Unless clearly prohibited by applicable statute, regulation or these By-Laws, The Corporation shall indemnify any person (an “Indemnified Person”) made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by The Corporation, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of The Corporation, or; (b) is serving or served, in any capacity, at the request of The Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided The Corporation shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

### ***2. Prohibited Indemnification.***

The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

### ***3. Advancement of Expenses.***

The Corporation shall, on request of any Indemnified Person who is, or may be, entitled to be indemnified by The Corporation, pay or promptly reimburse an Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a written commitment to repay The Corporation, with interest, for any amount advanced for which it is ultimately determined that he/she is not entitled to be indemnified pursuant to statute or these By-Laws. An Indemnified Person shall cooperate with any request by The Corporation that common legal counsel be used by the parties for such action or proceeding who are similarly situated unless it would be inappropriate to do so because of real or potential conflicting interests of the parties.

### ***4. Indemnification of Others.***

Unless clearly prohibited by law or these By-Laws, the Board may approve indemnification by The Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by The Corporation or who is or was a volunteer for The Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of The Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

#### *NYSSCA By Laws*

App. Summer 2005; Amended by Exec. Bd 10/18/2008; App. at Annual Mtg, 11/15/2008; Amended by Executive Board, 10/2/2010; App. at Annual Mtg, 11/6/2010; Amended by Executive Board, 8/16/2014; App. Annual Mtg, 11/1/2014; Amended by Executive Board, 8/12/2017; App. Annual Mtg, 11/18/2019; App. by Executive Board 8/3/2019; App. at Annual Mtg. 11/23/2019

**5. *Determination of Indemnification.***

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board must expressly find that such indemnification will not violate the provisions of Section 2 herein. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

**6. *Binding Effect.***

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

**7. *Insurance.***

The Corporation is required to purchase Directors and Officers (“D & O”) liability insurance coverage. To the extent permitted by law, such insurance shall insure The Corporation for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, employees or volunteers of The Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by The Corporation.

**8. *Nonexclusive Rights.***

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of The Corporation with any Director, Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject to the limitations of Section 2 herein.

*NYSSCA By Laws*

App. Summer 2005; Amended by Exec. Bd 10/18/2008; App. at Annual Mtg, 11/15/2008; Amended by Executive Board, 10/2/2010; App. at Annual Mtg, 11/6/2010; Amended by Executive Board, 8/16/2014; App. Annual Mtg, 11/1/2014; Amended by Executive Board, 8/12/2017; App. Annual Mtg, 11/18/2019; App. by Executive Board 8/3/2019; App. at Annual Mtg. 11/23/2019