



# **New York State Association for Reduction, Reuse and Recycling Inc.**

NYSAR<sup>3</sup>  
1971 Western Avenue #1180  
Albany, NY 12203

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## **NYSAR<sup>3</sup> Bylaws**

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# NEW YORK STATE ASSOCIATION FOR REDUCTION, REUSE AND RECYCLING

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## BY-LAWS (Amended 09/12/01) (Amended 09/29/06) (Amended 11/17/11) (Amended 11/8/14)

### ARTICLE I: GENERAL

#### **Section 1.1: Name**

The name of this organization shall be the “New York State Association for Reduction, Reuse and Recycling Inc.,” (NYSAR<sup>3</sup>) a not-for-profit 501(c)(6) Corporation and shall be referred to herein as the Association.

#### **Section 1.2: Purpose of the Association**

The primary purpose of the Association is to improve and develop the skills, capabilities and resources of waste reduction, reuse and recycling practitioners across New York State by:

- a. Providing forums for the exchange of information, knowledge and ideas.
- b. Providing a clearinghouse of information relating to the disciplines of waste reduction, reuse and recycling.
- c. Facilitating coordination of waste reduction, reuse and recycling program activities including, but not limited to promotion of, and technical and marketing assistance related to said programs.
- d. Educating the general public, the business sector, schools, state and local governments and the media about the appropriate role of waste reduction, reuse and recycling in the overall comprehensive solid waste management scheme.
- e. Tracking federal, state and local legislation affecting waste reduction, reuse and recycling and disseminating same to membership.
- f. Providing balanced information to various agencies of the state, and legislative bodies at all levels of government concerning legislation, regulations and policies affecting waste reduction, reuse and recycling programs in New York State.

- g. Advocating for the advancement of waste reduction, reuse and recycling program activities at the local, state and federal government levels, as well as to various agencies of the state.

**Section 1.3: General Policies**

- a. The Association consists of New York State counties, cities, towns, villages, solid waste authorities/communities (or equivalent), state agencies, non- and not-for-profit agencies, for profit business, community and other groups and individuals that are interested in waste reduction, reuse and recycling.
- b. The Association shall not engage in any commercial or partisan activities.
- c. The name of the Association or the names of any members in their official capacities shall not be used in any connection with a commercial concern, to promote the financial interests of any members, or in any partisan interest or for any purpose not appropriately related to the promotion of the purposes of the Association as stated in Section 1.2 of this Article.
- d. The Association shall be organized into nine (9) Chapters as defined by the following list of New York State counties:

First Chapter

Nassau, Suffolk

Second Chapter

New York City (Bronx, Kings, New York, Queens, Richmond)

Third Chapter

Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, Westchester

Fourth Chapter

Albany, Columbia, Delaware, Greene, Montgomery, Otsego, Rensselaer, Schenectady, Schoharie

Fifth Chapter

Clinton, Essex, Franklin, Fulton, Hamilton, Saratoga, Warren, Washington

Sixth Chapter

Herkimer, Jefferson, Lewis, Oneida, St. Lawrence

Seventh Chapter

Broome, Cayuga, Chenango, Cortland, Madison, Onondaga, Oswego, Tioga, Tompkins

Eighth Chapter

Chemung, Genesee, Livingston, Monroe, Ontario, Orleans, Schuyler, Seneca, Steuben, Wayne, Yates

Ninth Chapter

Allegany, Cattaraugus, Chautauqua, Erie, Niagara, Wyoming

- e. Each Chapter is required to create, at a minimum, the office of Chapter Chairperson, and has the authority to create its own by-laws as long as such by-laws do not conflict with this document. In the event that a Chapter does not enact its own by-laws, then the Association's by-laws shall be considered as the chapter's by-laws.

#### **Section 1.4: Chapter Reimbursements**

- a. Each Chapter of the Association is entitled to incur expenses relating to organizing Chapter activities in accordance with the Policy and Procedures Manual. Such expenses may include postage, telephone, stationery and meeting related expenses. Salaries, travel and personnel expenses are not eligible for reimbursement.
- b. All requests for reimbursement must be submitted in writing to the Treasurer of the Association by the Chapter Chairperson *or* their designee no later than 30 days from the end of the calendar month in which the expenses were incurred.

### **ARTICLE II: MEMBERSHIP**

#### **Section 2.1: Membership Classes**

The Association shall consist of Voting and Honorary Members.

#### **Section 2.2: Voting Members**

Voting Members shall be representatives of counties, cities, towns, villages, solid waste authorities, state agencies, non- and not-for-profit agencies, for profit businesses, schools, colleges, community and other groups and individuals interested in waste reduction, reuse and recycling in New York State. Each Voting Member shall be entitled to one (1) vote.

#### **Section 2.3: Honorary Members**

An Honorary Member shall be any person who has rendered outstanding service or attained acknowledged expertise in the fields of waste reduction, reuse and/or recycling. Upon nomination by a member of the Board of Directors, Honorary Members shall be approved at any Board meeting by a majority vote of those present. Members of the Board of Directors shall be ineligible for election to Honorary Members status during their term. Honorary Members shall have all member benefits including voting power and shall be a member for life. Each Honorary Member shall be entitled to one (1) vote. This shall apply to all current and future Honorary Members.

#### **Section 2.4: Board of Directors' Oversight**

The Board of Directors of the Association has the right to make final and binding decisions regarding the designation of members.

### **ARTICLE III: DUES**

#### **Section 3.1: Rates**

The Board of Directors will periodically review and recommend annual membership dues payable to the Association by members. The membership dues and subsequent changes shall be voted upon by the Board of Directors.

#### **Section 3.2: Payment Schedule**

Dues shall be payable annually in such manner and at such time as the Board of Directors shall decide. Dues shall not be prorated for the calendar year and are not refundable in whole or in part.

### **ARTICLE IV: MEETINGS OF MEMBERS**

#### **Section 4.1: Annual Meetings**

The general membership of the Association shall be convened at least once a year for the purposes of transaction of such business as put forth by the Board of Directors. The general membership shall be notified as to the time, date and place, and agenda of the meeting no later than thirty (30) calendar days prior to the Annual Meeting. The Board of Directors shall establish policies regarding the format and general procedures of the Annual Meeting.

#### **Section 4.2: Special Meetings**

Special Meetings of the membership may be called by the President or the Board of Directors, or not less than 20% of the Voting Members. The general membership shall be sent written or printed notice stating the time, date, place, and purpose of any Special Meeting that shall be delivered not less than ten (10) days before the date of such meeting.

#### **Section 4.3: Quorum**

Ten percent (10%) of the Voting Members shall constitute a quorum.

#### **Section 4.4: Meeting Agenda and Format**

The Secretary, in consultation with the President, shall prepare and distribute meeting minutes and Annual, Special, and Board of Director meeting agendas as may be directed. All meetings of the Association shall be conducted in accordance with Robert's Rules of Order, unless otherwise provided.

#### **Section 4.5: Annual Report**

The Board of Directors shall present at the Annual Meeting a report verified by the Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the twelve (12) month fiscal period terminating not more than six (6) months prior to said meeting.
- b. The principal changes in assets and liabilities, including trusts funds, during said fiscal period.
- c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during said fiscal period.
- d. The expenses or disbursements of the Association for both general and restricted purposes, during said fiscal period.

This report shall be filed with the records of the Association and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

### **ARTICLE V: BOARD OF DIRECTORS**

#### **Section 5.1: Power of Board and Qualification of Directors**

- a. The Association shall be managed by its Board of Directors.
- b. Each Director shall have one vote.
- c. The Association Board of Directors shall consist of at least thirteen (13) Voting Members, one (1) duly elected from each of nine (9) Chapters, and four (4) At-large Directors elected from the general membership via proxy, electronically, or any other method approved by resolution of the Board of Directors as detailed in the Policy and Procedures manual. One of the Directors may be the immediate past President. The Board of Directors may also appoint additional seats to contracted chapter affiliate organizations or the New York State Department of Environmental Conservation (per Section 11.7) as determined from time to time by resolution of the entire Board of Directors. At-large Directors will be appointed by the Board of Directors for the first year of office and will have to go through the normal nominations process for election at



the next Annual Meeting (assuming the appointed At-large Directors are nominated for election).

- d. The Directors elected from the nine (9) Chapters shall be elected by the Voting Members in each Chapter, providing that the Chapter announces a slate of candidates and the Chapter membership is notified as to the time, date and place of the election no less than ten (10) days prior to the meeting.
- e. The Directors elected from the nine (9) Chapters can be any dues paying voting member that meets the qualifications as set forth in 5.2. The nine (9) Chapter representatives will be elected as provided for in Article V Section 5.1.c.
- f. The four (4) At-large Directors can be any dues paying voting member that meets the qualifications as set forth in 5.2.
- g. The term of each Director shall be for two (2) calendar years. Special conditions will be developed by the Board of Directors regarding the first election of the four (4) At-large Directors.
- h. Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

### **Section 5.2: Qualifications**

All officers and members of the Board of Directors shall be voting members at least 18 years of age, in good standing of the Association, as set forth in Section 5.1 (e) and (f) above at the time of election and during their tenure of office.

### **Section 5.3: Vacancies**

In the event of a vacancy on the Board of Directors:

- a. If the vacancy is created by the loss of a Chapter representative, the Chapter in which the Board vacancy occurs will fill the position as per the Policy and Procedures Manual.
- b. If the vacancy is created by the loss of an At-large Director, the Board of Directors will appoint an individual to fill the position for the purpose of completing the unexpired term of office.
- c. Regarding a Chapter representative vacancy on the Board of Directors: In the event that a Chapter does not fill the vacated position within a four (4) month period, the Board of Directors will appoint an individual from that Chapter to fill the position for the purpose of completing the unexpired term, or until the Chapter elects a new representative. Should there be no one agreeing to serve from the Chapter, then the Board of Directors may appoint any member of the Association in good standing to fill the unexpired term.

#### **Section 5.4: Removal of Directors**

Any Director may be removed by a vote of no less than two-thirds (2/3) of the Board of Directors (excluding vacant Board positions) whenever in its judgment, the cause of the Association would be justly served.

#### **Section 5.5: Resignation of Directors**

Any Director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery.

#### **Section 5.6: Meetings of the Board of Directors**

- a. There shall be a minimum of four regular Board of Directors meetings per year, scheduled in advance, in addition to the general membership Annual Meeting. The Board of Directors may hold its meetings at such place or places within or without the State of New York as the Directors may determine from time to time by resolution.
- b. A regular meeting of the Board of Directors may be held (without further notice than these by-laws) at the same location as the general membership Annual Meeting immediately after the Annual Meeting. Other regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Directors.
- c. Special meetings of the Executive Committee (See Section 6.1) may be called by the President, Executive Committee or a majority of the Board of Directors. The Secretary will notify the committee of the time, date, place and purpose of the special meeting.
- d. A notice stating the time, date and place of any meeting of the Board of Directors shall be delivered to each Director at his or her address or email as shown by records of the Association at least five (5) days before the date of such meeting.
- e. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.
- f. A simple majority of all Board of Directors (excluding vacant positions) shall constitute a quorum at any meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.
- g. Attendance: Any Board of Directors member who is absent for two (2) consecutive Board meetings without a Chapter representative substituting for that Board member may be removed from the Board. In the case of emergency, this section shall not apply. The Board of Directors has the right to define what constitutes an emergency.

### **Section 5.7: Action by the Board of Directors**

- a. Except as otherwise provided by law or in these By-laws, the act of the Board of Directors means action at a meeting of the Directors by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.
- b. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors or committee shall be filed with the minutes of the proceedings of the Directors or committee.
- c. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Directors or committee by means of a telephone conference 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.

## **ARTICLE VI: OFFICERS AND EXECUTIVE COMMITTEE**

### **Section 6.1: Officers**

The officers of the Association shall be selected by and from the elected Board of Directors and shall consist of a President, Vice-President, Secretary and Treasurer, each of whom shall serve a term of two (2) years. These officers shall also serve as the Executive Committee of the Board of Directors. The Past President may serve as advisor to the Executive Committee with no vote.

### **Section 6.2: President**

The President shall preside at all meetings of the Association and the Board of Directors. He or she shall appoint the Chairs and members of all standing and special committees and shall serve as an ex-officio member on all committees and shall perform such other duties as are usual or that may be requested by the Association. The President or his designee, shall serve notice of the meetings of the Executive Committee, Board of Directors and of the Members. The President is empowered to sign Board-approved agreements and/or contracts.

### **Section 6.3: Vice-President**

The Vice-President shall provide support services to the President and perform such duties as delegated. In the absence of the President at Board functions or the incapacity of the President, the Vice-President shall assume all duties of the President.

### **Section 6.4: Secretary**

The Secretary shall keep, or cause to be kept, a complete record of all meetings of the Association and the Board of Directors, including agendas, minutes, resolutions, etc; acquire appropriate records of members and their addresses; and perform other duties as may be required by the Directors.

### **Section 6.5: Treasurer**

The Treasurer shall be the financial officer; shall have charge and custody of, and be responsible for all funds and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories (after consultation with the Board of Directors); shall receive and give receipts for funds due and payable to the Association from any source whatsoever; and, in general, shall perform all duties incidental to the office of Treasurer and such other duties as may be assigned to him or to her by the Board of Directors or by the President. The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his / her duties, in such sum and with such sureties as the Board of Directors shall require.

### **Section 6.6: Vacancies**

In the event of an officer vacancy, the remaining members of the Executive Committee shall fill the vacancy by appointment of another qualified member of the Board until approval by majority of the Board.

## **ARTICLE VII: COMMITTEES**

### **Section 7.1: Executive Committee and Other Standing Committees**

The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members, standing committees (in addition to the Executive Committee set out in Section 6.1). The Board of Directors shall designate one (1) Director who shall serve as the chairperson for any standing committee. Additional Directors or general members in good standing may volunteer to serve as committee members. The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Directors, except that no such committee shall have authority as to the following matters:

- a. The filling of vacancies in the Board of Directors or in any committee.
- b. The fixing of compensation of the Directors for serving on the Board of Directors or on any committee.
- c. The amendment or repeal of the By-laws, or the adoption of new By-laws.
- d. The amendment or repeal of any resolution of the Board of Directors which by its terms, shall not be so amendable or repealable. Any reference in these By-laws to the Board of

Directors shall include the Executive Committee unless the context or express provision otherwise indicates.

### **Section 7.2: Special Committees**

The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 7.1 of this Article.

### **Section 7.3: Meetings**

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Association or the Chairperson of the committee or by vote of a majority of all of the members of the committee.

### **Section 7.4: Quorum and Manner of Acting**

Unless otherwise provided by resolution of the Board of Directors, 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 the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

### **Section 7.5: Tenure of Members of Committees of the Board**

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

### **Section 7.6: Alternate Members**

The Board of Directors may designate one (1) or more Directors as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

## **ARTICLE VIII: CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

### **Section 8.1: Execution of Contracts**

The Board of Directors, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Association to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these By-laws, no officers, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to expose the Association to any liability in any amount for any purpose.

### **Section 8.2: Loans**

No loans shall be contracted on behalf of the Association unless specifically authorized by the Board of Directors.

Section 8.3: Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 8.4: Deposits**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE IX: INDEMNIFICATION AND INSURANCE**

### **Section 9.1: Authorized Indemnification**

Unless clearly prohibited by law or Section 9.2 of this Article IX, the Association shall indemnify any person ("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 or in the right of the Association, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Association, or (b) in addition is serving or served, in any capacity, at the request of the Association, as a Director or officer of any other Association, 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 Association 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, and any appeal thereof.

### **Section 9.2: Prohibited Indemnification**

The Association shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) 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 he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

### **Section 9.3: Advancement of Expenses**

The Association shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Association, pay or promptly reimburse the 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 binding, written commitment to repay the Association, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 9.2 of this Article IX. An Indemnified Person shall cooperate in good faith with any request by the Association that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

#### **Section 9.4: Indemnification of Others**

Unless clearly prohibited by law or Section 9.2 of this Article IX, the Board of Directors may approve Association indemnification as set forth in Section 9.1 of this Article IX or advancement of expenses as set forth in Section 9.3 of this Article IX, to a person (or the testator or intestate of a person) who is or was employed by the Association or who is or was a volunteer for the Association, 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 Association in any capacity for any other Association, partnership, joint venture, trust, employee benefit plan or other enterprise.

#### **Section 9.5: 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 of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 9.2 of this Article IX. 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 of Directors 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.

#### **Section 9.6: 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.

#### **Section 9.7: Insurance**

The Association is not required to purchase Directors' and officers' liability insurance, but the Association may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Association for any obligation it incurs as a result of this Article IX or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Association for liabilities against which they are not entitled to indemnification under this Article IX as well as for liabilities against which they are entitled or permitted to be indemnified by the Association.

### **Section 9.8: Nonexclusive Rights**

The provisions of this Article IX shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Association with any Director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article IX, subject in all cases to the limitations of Section 9.2 of this Article IX.

## **ARTICLE X: CONFLICTS OF INTEREST**

### **Section 10.1: Definition of Conflicts of Interest**

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Association policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a Director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit Association does not constitute a conflict of interest.

### **Section 10.2: Disclosure of Conflicts of Interest**

A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Association shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Association and whether the process for approval set forth in Section 10.3 of this Article X was used.

### **Section 10.3: Approval of Contracts and Transactions Involving Potential Conflicts of Interest**



A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Association the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Association. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into. Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Association and the arrangements are consistent with the best interests of the Association. Fairness includes, but is not limited to, the concepts that the Association should pay no more than fair market value for any goods or services which the Association receives and that the Association should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Association.

#### **Section 10.4: Validity of Actions**

No contract or other transaction between the Association and one or more of its Directors or officers, or between the Association and any other Association, firm, association or other entity in which one or more of its Directors or officers are Directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction and as to any such common Directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

#### **Section 10.5: Employee and Contractor Conflicts of Interest**

An employee or contractor of the Association with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his or her supervisor. The employee or contractor shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for the Association to handle decisions which involve unresolved employee and contractor conflicts of interest. In making such determinations, the President may consult with legal counsel. The President shall report to the Board at least annually concerning employee and contractor conflicts of interest which have been disclosed and

contracts and transactions involving employee and contractor conflicts which the President has approved.

## **ARTICLE XI: MISCELLANEOUS**

### **Section 11.1: Association Office**

The office of the Association shall be at such place in the State of New York, as the Board of Directors may determine, from time to time.

### **Section 11.2: Books and Records**

The Association shall maintain: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and the Executive Committee, (3) a current list of the Directors, Officers of the Association and the members who are entitled to vote, and their residence addresses, (4) a copy of these By-laws, (5) a copy of the Association's application for recognition of exemption with the Internal Revenue Service, and copies of the past three (3) years' information returns to the Internal Revenue Service. All books and records of the Association may be inspected by any member with written notice to the President or the Board. The President may periodically appoint an auditing committee to review receipts and expenditures. The Board of Directors shall provide for an audit by an independent auditor of the Association's activities upon vote of the Board.

### **Section 11.3: Corporate Authorities**

The Board of Directors may adopt and use a corporate seal, symbols, logos, slogans, flags, banners, and colors as is deemed appropriate by the Board.

### **Section 11.4: Member Compensation**

No officer or member of the Association is entitled to compensation in performance of their duties as member or officer of the Association, with the exception of potential reimbursement of travel expenses incurred while attending Board of Director or other Board authorized meetings. The Treasurer in consultation with the Board of Directors is authorized to determine compensation on a case-by-case basis.

### **Section 11.5: Contract Services**

The Association may deem it necessary to retain outside professional services to perform Association business. Such services must be authorized and approved in advance by the Board of Directors.

### **Section 11.6: Chapter Affiliation**

In the event that more than one potential chapter affiliate exists for the same geographical region, the Board of Directors will analyze which group more closely meets the general purpose and membership guidelines of this Association. Upon due consideration of such, the Board of Directors will then decide by two-thirds (2/3) vote which potential group will be represented by the Association. The current representative of the chapter in question will not be allowed to participate in this vote. Should there be an organization within a chapter which represents the purposes of the Association as well as local chapter interests, the Board of Directors may enter into any such partnership agreements to promote communication and education. The Board may also establish an additional seat to accommodate such organization.

### **Section 11.7: New York State Department of Environmental Conservation Representation**

The Board may establish for a member of the New York State Department of Environmental Conservation an additional Board of Director seat by two-thirds (2/3) vote of the Board. If created, this position will be filled with an individual from the NYSDEC nominated by a Board member, and approved by a majority vote of the Board. In the event the individual is unable to fill the position, the Board will follow the same procedure to nominate another individual until the position is filled. The Board will nominate and approve a member for this seat every “odd” numbered year in November, or whenever the seat shall become vacant. The seat may be dissolved by a (2/3) vote of the Board. This position shall have the same rights under these Bylaws as any other member of the Board of Directors.

### **Section 11.8: Policy and Procedures Manual**

The Board of Directors is empowered to issue an Association Policy and Procedures Manual which will serve to implement this set of By-laws, and detail the Association’s history, duties, and policies developed. The Association Policy and Procedures Manual may be amended by a majority vote of the Board of Directors.

### **Section 11.9: Loans to Directors and Officers**

No loans shall be made by the Association to its Directors or officers, or to any other Association, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest except as allowed by law.

### **Section 11.10: Fiscal Year**

The fiscal year of the Association shall commence January 1 in each calendar year and end on December 31.

### **Section 11.11: Affiliation with Other Not-for-Profit Organizations**

The Association may partner with and develop affiliations with similar not-for-profit organizations that share a common purpose and philosophy as the Association. Prior to commencing any affiliation, a majority of the Board of Directors must vote to enter into any

affiliation agreements, or to accept the Affiliate's rules, regulations and payment requirements, if applicable.

**Section 11.12: No Endorsement Policy**

The Association shall make no endorsement, statements, or depictions which can be reasonably construed to contain or imply a preference by the Association, its Board of Directors, or members of any product, business, or organization. This shall exclude Affiliations with other non-profits as per Section 11.10. The Board shall also take appropriate action to ensure supporters and donors do not influence the principles and positions of the Association in a way inconsistent with the mission of the Association or its By-laws.

**ARTICLE XII: AMENDMENTS**

**Section 12.1: By-Laws Amendments**

The By-laws of this Association may be amended, repealed, or added to. New By-laws may be adopted by majority vote of the Board of Directors, and ratified at the general membership Annual Meeting in accordance with Section 4.1.