

**NEW YORK CITY
ASSOCIATION FOR
CENTRAL SERVICE
PROFESSIONALS**

BYLAWS

REVISED 2/24/2007

Bylaws of

**The New York City Association for Central Service and Materials Management
Personnel**

For the purpose of identification and brevity the New York City Association for Central Service Professionals hereinafter shall be referred to as "NYCACSP".

These bylaws follow the bylaws and guidelines of the International Association for Healthcare Central Service and Materials Management.

ARTICLE I

NAME

The Name of this **chapter** shall be THE NEW YORK CITY ASSOCIATION FOR CENTRAL SERVICE PROFESSIONALS ("Association" or "NYCACSP"). The term healthcare shall incorporate all facilities that are rendering care to patients, i.e.; ambulatory care centers, surgicenters, nursing homes, clinics, hospitals, and skilled nursing facilities.

ARTICLE II

INTENT

The association is organized exclusively for charitable, scientific and educational purposes as a not-for-profit organization. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any members, director, officer or other individual. Upon dissolution, any assets of the association shall be distributed to an organization enjoying an exempt status under S501 (c) (3) of the Internal Revenue Code or successor statutory authority.

ARTICLE III

BUSINESS OFFICE

The NYCACSP is incorporated in the State of New York and the principal/ headquarters shall be located in the City of New York and County of Manhattan.

**ARTICLE IV
PURPOSE**

Section 1 Mission Statement.

The NYCACSP mission shall be to provide the members of the Association and healthcare facilities with organized educational opportunities, professional development, a forum for information exchange, members' services in response to member identified needs and

priorities; and to represent Central Service Materiel Management in the professional community.

Section 2 Objectives.

The objectives of the Association shall be to:

- A. Define the functions of Healthcare Central Service Materiel Management to promote standards of acceptable professional practice.
- B. Promote an exchange of ideas among Healthcare Central Service Materiel Management personnel.
- C. Develop, streamline, and incorporate more cost-saving and productivity-effective practices in Central Service Materiel Management.
- D. Increase the knowledge base and disseminate information concerning technique and operation of Central Service Materiel Management departments.
- E. Conduct research in cooperation with manufacturers, schools of higher education, and associations, as the opportunities present themselves.
- F. Develop and offer training programs for both **Managers and Technicians** of Central Service and Materiel Management.
- G. Conduct educational programs and the exchange of ideas for knowledge and improvement in healthcare practices.
- H. Publish newsletters, booklets, journals, texts, and other educational materials, and keep them current with acceptable practices.
- I. Conduct training courses, seminars, and joint conferences, both nationally and internationally.
- J. Encourage grant-in-aid or other forms of assistance for the basic and applied research in healthcare management.

**ARTICLE V
MEMBERS**

Section 1. Qualifications for Membership.

Candidates shall be employed in a healthcare facility Central Service or Materiel Management department or have an interest by virtue of practice in a related field.

Section 2. Definition of Healthcare.

The term healthcare shall incorporate all facilities that are rendering care to patients, i.e.; ambulatory care centers, surgicenters, nursing homes, clinics, hospitals, and skilled nursing facilities.

Section 3. Responsibility of Members.

Acceptance of membership shall constitute an agreement to abide by the regulations and objectives as stated in these bylaws.

Section 4. Application for Membership.

Applications for membership shall be in writing according to the direction of the Board of Directors and shall be screened by the Association's Membership Committee. Applicants for membership shall be responsible for providing adequate information to allow membership status to be determined.

Section 5. Categories of Membership.

A. Active Membership.

1. Active members shall be those persons who directly manage or supervise a Healthcare Central Service or Materiel Management department.
2. Active members may serve on committees as appointed and pay fees and dues as fixed by the Board of Directors. Active members are entitled to one (1) vote on each issue submitted to a vote of the membership and may hold office in the Association after having met requirements.

B. Affiliate Membership.

Affiliate Members shall be those persons not at a management level who work in a Healthcare Central Service or Materiel Management department.

Section 6. Issuance of Certificates of Membership.

When a person has been accepted to membership and has paid required dues, a certificate of membership shall be issued in such member's name and delivered to such member.

Section 7. Transfer of Membership.

Membership in this Association is not transferable or assignable.

Section 8. Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee and/or annual dues payable to the Association by members. Annual dues are payable on or before **April 1st** of each year.

Section 9. Voting Power.

- A. Active Members Only. Only active members or the Association shall be entitled to one (1) vote on each issue submitted to a vote of the membership.
- B. Voting by Proxy.
 1. A member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such a member by proxy if proxy has been notarized, unless otherwise prohibited by these bylaws.
 2. Proxy voting will not be permitted at meetings of the Board of Directors or special meetings where information and discussion is required before a vote can be taken.
 3. No proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer period.
- C. Associate Membership. Associate members shall be those persons determined by virtue of their occupation to have an allied relationship with Central Service Materiel Management departments. Associates may serve on committees as appointed and pay fees and dues as fixed by the Board of Directors. Associate members shall not vote or hold office.

Section 10. Resignation.

- A. Procedure. Any member may resign by filing a written resignation with the Secretary/Treasurer of the Association.
- B. Obligations of Person Resigning. Resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- C. No Refunds. No refund of dues will be granted.
- D. Rights and Privileges of Membership. All rights and privileges and interest of a member in or to the Association shall cease upon the termination of membership.

Section 11. Default and Termination of Members.

When any member shall be in default in the payment of dues for a period of six (6) months from the beginning of the period for which such dues became payable, such person's membership will thereupon be considered terminated.

Section 12. Suspension and Expulsion of Members.

- A. Any member may be suspended or expelled for cause.
- B. Sufficient Cause. Sufficient cause for such suspension or expulsion from membership shall be:
 - 1. A member's becoming ineligible for membership;
 - 2. Default in payment of dues;
 - 3. Violation of Association bylaws; or,
 - 4. Any other conduct obstructing the purpose or objectives of the Association or prejudicial to the interest of the Association.
- C. Involuntary Suspension or Expulsion.
 - 1. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire Board of Directors.
 - 2. A statement of the charges must be sent by certified or registered mail to the last recorded address of the member in question at least twenty (20) days before the final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which time the charges shall be considered. (See Article V Section 13C of these bylaws.)
 - 3. The member shall have the opportunity to reply to charges.

Section 13. Reinstatement of Membership.

- A. Resignation. Upon reapplication for membership, a former member may be reinstated after meeting such terms as are required for membership in the Association.
- B. Default. Members whose membership has been terminated due to default in the payment of dues shall be reinstated upon payment of such dues for the current year.
- C. Suspension and Expulsion.
 - 1. Reinstatement of a member who has been suspended or expelled from membership in the Association will be considered upon written request

signed by him/her and filed with the Secretary/Treasurer of the Association.

- 2. Upon presentation of sufficient evidence proving the sincere intent of the individual to return to full membership status, the Board of Directors may by affirmative vote of two-thirds (2/3) of the members of the board reinstate such former member to membership.
- 3. Reinstatement is contingent upon such terms, as the Board of Directors may deem appropriate.

**ARTICLE VI
MEETINGS OF MEMBERS**

Section 1. Annual Meeting.

- A. Purpose. One meeting of the membership shall be held annually. This annual meeting shall be held for the purpose of electing officers, for receiving annual reports, and for the transaction of such other business as may come before the meeting.
- B. Date and Time. An annual meeting of members shall be held during the Fall of each year, unless otherwise determined by the Board of Directors. The Board of Directors shall determine the date and time of the annual meeting.
- C. Place. The Board of Directors shall designate where the annual meeting will be held.
- D. Notice. Written notice of the meeting shall be mailed to the last recorded address of the member at least sixty days before the time appointed for the meeting.

Section 2. Order of Business at Meetings.

The order of business shall be as follows unless otherwise set in advance by the President of the Association.

- A. Call to order
- B. Minutes of previous meeting
- C. Report of President
- D. Report of Treasurer
- E. Committee reports
 - 1. Standing
 - 2. Special
- F. Report of elections
- G. Unfinished business
- H. Announcements
- I. New business
- J. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 3. Robert's Rules of Order, Revised.

The rules contained in Robert's Rules of Order, Revised, shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws. Sturgis Standard Code of Parliamentary Procedure will serve as a resource to interpret Robert's Rules of Order, Revised.

Section 4. Quorum.

- A. Quorum Defined. The voting members present at the annual meeting of the Association constitute a quorum.
- B. Act of the Members. The affirmative vote of a majority of the members present and voting at the annual meeting shall be the act of the members.
- C. Proxies. Proxies at the annual meeting of the members are not permitted.

Section 5. Fixing of Member Record Dates for Voting Eligibility.

For the purpose of determining the members entitled to notice, to vote, to attend meetings, or in order to make a determination of members for any other proper purpose, the date of record will be thirty (30) days prior to such action.

Section 6. Voting by Ballot.

Voting on any question may be by voice unless the chairman of the meeting shall order or any member shall demand that voting be by ballot.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. General Powers.

The affairs of the Association shall be managed by its Board of Directors.

Section 3. Robert's Rules of Order, Revised.

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**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. General Powers.

The affairs of the Association shall be managed by its Board of Directors.

- A. Composition. The Board of Directors of the Association shall be composed of the President, President-elect, Secretary/Treasure, plus the Executive Director of the Association.
- B. Voting Privileges. Each Director shall be entitled to have one (1) vote on each issue submitted to the Board for a vote.

Section 2. Duties.

The Board of Directors Shall:

- A. General Business. Transact the general business of the Association.
- B. Administrative Policies. Establish major administrative policies governing the affairs of the Association and devise and mature measures for the Association's growth and development.
- C. Financial Matters. Provide for the maintenance of the Association, including such work of the officers and committees as may be deemed expedient; provide for the proper care of materials, equipment, and funds of the Association, for the payment

of legitimate expenses, and for the auditing of the financial statement by a certified public accountant.

- D. Application for Membership. Act upon application for membership in this Association.
- E. Annual Meeting. Decide upon the exact date and place for holding the annual meeting and have direct control of program planning, review and evaluation, and direct liaison with all appropriate committee chairmen.
- F. Referendum Votes. Verify referendum votes of the Board of Directors.
- G. Bylaws. Provide for the establishment, revision, or dissolution of sections of these bylaws.
- H. Other Business. Conduct all other business and affairs of the Association not otherwise specifically reserved to the membership by these bylaws.

Section 3. Executive Board.

- A. Composition. There shall be an Executive Board composed of the following officers:
 - 1. President
 - 2. President-elect
 - 3. Treasurer
 - 4. Recording/Corresponding Secretary
 - 5. Members at Large

Section 4. Special Meetings of the Board of Directors.

- A. Called by. A special meeting of the Board of Directors may be called by the President or upon written request of six (6) members.
- B. Time and Place. Special meetings shall be held at such time and place as may be specified.
- C. Method. The appropriate method of meeting will be selected by the Executive Board of Directors:
 - 1. Meeting
 - 2. Mail
 - 3. Conference call
- D. Notice. Notice of any special meeting of the Board of Directors shall be given at least twenty (20) day's prior thereto by written notice to each Director at such Director's address as shown by the records of the Association.

Section 5. Quorum.

A majority of the member of Directors fixed as provided in Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board unless otherwise required by these bylaws, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 6. Resignation of Director.

A Director may resign at any time upon written notice to the constituent chapter. A Director may be removed with cause as specified by statute or these bylaws.

Section 7. Presumption of Assent.

A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8. Manner of Acting.

The act of a majority of the votes present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or articles of this Association.

ARTICLE VIII OFFICERS

Section 1. Officers of the Association.

- A. President
- B. President-elect
- C. Treasurer
- D. Recording/Corresponding Secretary

Section 2. Qualifications.

- A. Membership in Association. Each officer must be an active member of the Association in good standing for at least one (1) year to qualify for elective office.
- B. Attendance at Meetings. There must be documented evidence of attendance and participation at the official meetings of the Association.

- C. Service to Association. Each candidate for elective office must have served on the Board of Directors or as a committee chairperson of the Association within the previous four- (4) years.
- D. Service in Other Associations. Comparable service in other associations may be substituted, when appropriate, for service in the NYCACSP.

Section 3. Elective Officers.

A. President-elect/President.

- 1. A majority of the voting active members of the Association shall elect a President-elect to serve for one (1) term of two (2) years.

Upon completion of this term, the President-elect shall assume the office of President at the close of the annual meeting for a term of two (2) years.

- 2. Upon completion of these four (4) years, the President shall become known as the Immediate past President.

He/she may be appointed as a non-voting member of the Executive Board of Directors by the new President for a term of two (2) years to serve in an advisory capacity.

At the discretion of the Executive Board, the Immediate past President of the Association may be asked to assist with details at meetings of the Association.

B. Treasurer.

- 1. Election. A majority of the voting active members of the association shall elect a Treasurer to serve for one (1) term of two years.
- 2. The Treasurer shall be in charge of the Association's funds and records. As treasurer he/she shall collect all member dues; shall establish proper accounting procedures for the handling of the Association's funds and shall be responsible for keeping of the funds in such banks as are approved by the officers. He/she shall report on the financial status of the Association at all meetings and at other times, when called upon by the President. At the expiration of his/her term of office, he/she shall deliver over to his/her successor all books, monies and other property in his/her charge or in the absence of a successor, he/she shall deliver such properties to the president.

Specifically, the Treasurer shall:

- 1) Deposit all monies belonging to the Association in a bank approved by the Board of Directors.

- 2) Issue statements of dues to members.
- 3) Document dues from Membership Committee.
- 4) Keep itemized records of receipts and disbursements and book of accounts.
- 5) Pay by check all bills approved by the Board of Directors according to Rule B of this section.
- 6) Maintain an updated file of the names and addresses of all members of the Association in conjunction with the Corresponding Secretary.
- 7) Notify members in arrears.
- 8) Submit a written financial report at each meeting of the Association and Board of Directors meetings.
- 9) Submit the books and records for an annual audit to a committee appointed by the President at the Board of Directors meeting preceding the Annual meeting.
- 10) Destroy unnecessary records after seven (7) years.
- 11) Prepare and maintain annual budget.

1) Expenditures not exceeding one hundred (100) dollars, may be authorized by the Board of Directors.

2) Expenditures exceeding one hundred (100) dollars must be authorized by a majority of members present at a regular meeting.

3) All checks issued by the association shall require two signatures.

4) The Treasurer shall serve no more than two (2) consecutive terms in office.

5) The President, the President-elect and the treasurer will have check signing privileges.

C. Recording/Corresponding Secretary

- 1. Election. The R.S. shall be
- 2. Duties. Secretary
 - a. Keep minutes of all mtgs. of the Association of the Board of Directors.
 - b. Document mtg. Attendance in conjunction with membership committee.

3. Election - like recording

4. Duties – section 5

D. Members at Large...

- 1. Elections- Members at large will be selected/elected from the general membership.

Section 4. Election of Officers.

Election of the officers of the Association shall be according to Article X of these bylaws.
Section 5. Removal.

Any elected officer may be removed by the Board of Directors whenever in its judgement any conduct on the part of the officer breaches any of the rules and regulations of the Association, and/or threatens the order, function, peace, reputation, and dignity of the Association, and/or demonstrates any behavior contrary to the purpose or best interest of the Association, therefore ensuring the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Removal from office shall be according to Article IV, Section 13C of these bylaws.

Section 6. Vacancies.

Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise, or new offices created, may be filled by the Board of Directors for the unexpired portion of the term with the exception of the office of President-elect.

ARTICLE IX COMMITTEES

Section 1. Appointment.

Standing and special committees, except the Committee on Nominations shall be appointed by the President. They shall assume such duties as are specified in these bylaws and such other duties as may be assigned by the Board of Directors.

Section 2. Committee Appointments.

The duties and numbers of the newly appointed committees shall be decided upon by the President after consultation with the Executive Board. In collaboration with said Board, the chairperson shall recommend additional committee members.

Section 3. Committee Authority.

The designation of committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it by law.

Section 4. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Association and until a successor is appointed, unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. General Guidelines.

- A. Chairperson. One member of each committee shall be appointed as chairperson. The chairperson will report the progress of the committee to the members of the Association and the Board of Directors at the annual meeting of the Association.
- B. Guidelines. Each committee must adopt guidelines that are consistent with these bylaws and rules adopted by the Board of Directors.
- C. Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business, and the acts of the majority at any regularly called meeting when a quorum is present shall be the acts of the committee.
- D. Resolution----Mail Vote. A resolution of a committee may be considered by mail vote upon the written request of the chairperson except as otherwise provided in these bylaws. Such resolution shall be presented to every member of such committee through the mail and shall become the official action of that committee if a majority of the entire membership of that committee gives their written affirmative approval thereof.

Section 7. Standing Committees.

- A. Bylaws Committee.
 - 1. Committee on bylaws shall consist of at least three (3) active members of the Association in good standing.
 - 2. It shall be the duty of this committee to review these bylaws at least once a year, suggesting changes. Suggestions shall be reported to the Executive Board and Board of Directors of the Association.
 - 3. Any suggested changes to the bylaws shall be first submitted to the Bylaws Committee for study and evaluation, and they will then comment to the Executive Board and Board of Directors of the Association.
 - 4. The Bylaws Committee shall make the necessary revisions to keep the written record of the bylaws current with amendments duly adopted.
- B. Membership Committee. The purpose of this committee is to carry out a program that will aid in the recruitment of well-qualified members for the Association. With information provided by the headquarters of the Association, the chairperson of this committee shall review all applications submitted for active membership in the Association, consulting with committee members as deemed necessary. Recommendations will be forwarded to the headquarters of the Association for necessary action.

- C. Committee Educational and Professional Development. The Association will develop curriculum programs for certification and continuing education following IAHCSSM's Professional Development Standards. ACE Instructors will oversee all educational activities. Certification will be granted by IAHCSSM after candidates successfully complete an approved IAHCSSM Certification course.
 - 1. Curriculum Committee. Responsible for quality and standardization of course curriculum and material resources on a local level. Develops, revises, and reviews as necessary: course outlines, manuals, workbooks, handouts, and exams. Ensures that policies and procedures relative to curriculum are adhered to in accordance to IAHCSSM. Responsible for developing educational seminars at Local Level.
- D. Nominating Committee. See Article X, Section 1 of these bylaws.

**ARTICLE X
ELECTIONS**

Section 1. Nominating Committee.

- A. Nominating Committee Chairman. The Board of Directors shall elect a nominating committee chairperson from said Board to coordinate the election process. Such chairperson shall serve for one (1) year. Such choice may be renewed by the Board at its discretion.
- B. General Guidelines.
 - 1. No person serving on the Nominating Committee shall be nominated for office without first resigning from said committee.
 - 2. No person then serving as an officer of the Association shall at the same time serve on the Nominating Committee.

Section 2. Election Method.

Procedures shall be followed according to date specified:

- A. Call for Nomination. 15 days prior to the annual meeting, a nomination ballot indicating requirements and requesting nominations for the offices of President-elect and Treasurer, corresponding and recording secretary shall be mailed to all active members.

Included with this ballot will be a list of those who are eligible for nomination with their addresses and telephone numbers.

- B. Return of Nomination Papers. Interested, eligible candidates shall fill out a curriculum vitae sheet and return it to Association 15 days of postmark on nomination papers mailing envelope.
- C. Ballots to Nominating Committee. Each member of the Nominating Committee shall be given a copy of all nominations within fourteen (14) days of the closing date for nominations.
- D. Nominating Committee to Choose Candidates. A minimum of two and a maximum of three (3) candidates for each office of President-elect and Treasurer, corresponding/recording secretary will be selected.
- E. Board of Directors with review of the Nominating chairman is responsible to ensure that the ballot is correct and within the constraints of these bylaws before distribution and mailing.
- F. Ballots to Active and affiliate Membership will be mailed
- G. Return of Completed Ballots to Headquarters Office. Ballots shall be returned to the headquarters office within seven (7) working days of the postmark stamped on the mailing envelopes.

Ballots received after this date will not be included in the tabulation of election results.
- H. Ballots Stored at Headquarters. Completed ballots will remain unopened and secure at Association headquarters until opened and tabulated at the annual meeting.
- I. Tabulation of Ballots. The chairperson of the Nominating committee and two (2) Association members appointed by the President shall be responsible for tabulation of the election results.
- J. Determination of Election Results. A simple majority (fifty percent plus one of all valid votes shall decide the results of the election.
- K. Tabulation Summary. The Nominating Committee chairperson shall prepare a tabulation summary report of all votes cast. The Nominating Committee chairperson and the two (2) members who participated in the tabulation process will sign this report.

This tabulation summary will be maintained as a permanent record at the Association headquarters.
- L. Tie Votes. In the event of a tie in the election, each member of the current Board shall cast a vote to break the tie.

The President shall cast the deciding vote in the event of a second tie.
- M. Destruction of Ballots. After a vote of the membership, the chairperson of the Nominating Committee will destroy the election ballots.

Section 3. Officers Taking Office.

Officers will take office at the close of the annual meeting at which the election results were announced and shall serve for the amount of time specified in these bylaws.

**ARTICLE XI
DUTIES OF OFFICERS**

Section 1. President.

The President shall be the principal elective officer of the organization.

- A. Presides at Meetings. He/she shall preside at meetings of the Association and of the Board of Directors and of the Executive Board.
- B. Standing Committees. He/she shall appoint all standing and special committees not otherwise provided for and shall be an ex-officio member of all committees.
- C. Communication. He/she shall, at the annual meeting of the Association and at such other times as he/she shall deem proper, communicate to the Association or the Board of Directors such matters and suggestions as may in his/her opinion promote the welfare and increase usefulness of the Association.
- D. Other Duties. He/she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.
- E. Executive and Administrative Affairs. The President is not charged with executive or administrative responsibilities in the management and continuing conduct of Association's Affairs.

Section 2. President-elect.

- A. Absence of President. In the absence of the President, the President-elect shall preside over meetings of the Executive Committee and of the Board of Directors.
- B. Other Duties. The President-elect shall assume such other duties as are assigned to him/her by the President and/or the Board of Directors.

Section 3. Treasurer.

- A. Association Funds. The Treasurer shall be responsible for the collection and receipt and have charge of all funds of the Association. He/she shall have deposited such funds in the bank designated by the Board of Directors and shall provide for the expenditure of such funds.
- B. Records. He/she shall oversee preservation of all papers, letters, and transactions of the Association.
- C. Corporate Seal. He/she shall have custody of the corporate seal.

- D. Financial Reports. The Secretary/Treasurer shall report to the Board of Directors as to the financial standing of the Association whenever he/she is required to do so and shall make a full report to the Association at each annual meeting.
- E. Responsibilities at End of Term. The retiring treasurer shall within one (1) month after the close of the annual meeting deliver to the newly-elected Treasurer all money, vouchers, books, and papers of the Association in his/her custody.

Section 4. Recording/ Corresponding secretary.

- A. Minutes of Meetings. The Secretary shall attend and ensure the taking of suitable records in permanent form of the proceedings of all meetings of the Association, the Board of Directors, and the Executive Board.
- B. Records. He/she shall oversee preservation of all papers, letters, and transactions of the Association.
- C. Communication. He/she shall, at the annual meeting of the Association and at such other times as he/she shall deem proper, communicate to the Association or the Board of Directors such matters and suggestions as may in his/her opinion promote the welfare and increase usefulness of the Association.
- D. Other Duties. He/she shall perform such other duties as are necessarily or as may be prescribed by the Board of Directors.
- E. Responsibilities at End of Term. The retiring Secretary shall within one (1) month after the close of the annual meeting deliver to the newly-elected Secretary/Treasurer all money, vouchers, books, and papers of the Association in his/her custody.
- F. Insure that all notices of meeting are sanded at least ten (10) days before such meeting takes place.
- G. Member of the membership committee.
- H. Communication. He/she shall, at the annual meeting of the Association and at such other times as he/she shall deem proper, communicate to the Association or the Board of Directors each such matter and suggestions as may in his/her opinion promote the welfare and increase usefulness of the Association.
 - 1. Other Duties. The recording/corresponding secretary shall assume such other duties as are assigned to him/her by the President and/or the Board of Directors.
 - 2. Responsibilities at End of Term. The retiring Treasurer shall within one (1) month after the close of the annual meeting deliver to the newly-elected Treasurer all money, vouchers, books, and papers of the Association in his/her custody.

**ARTICLE XIII
BOOKS AND RECORDS**

The Association shall keep correct and complete books of account and records and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books

and records of the Association may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE XIV
FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December.

**ARTICLE XV
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Act of New York or under the provisions of the articles or the bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

**ARTICLE XVI
AMENDMENTS**

Upon proposal by the Board of Directors, these bylaws may be amended, repealed, or altered in whole or in part, if by a majority two-thirds (2/3) vote at any annual meeting of the Association; provided, that the copy of any amendment proposed erasure shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the meeting; or by approval of the members through mail vote in accordance with the provisions herein for a special meeting called for that purpose.

**ARTICLE XVII
DISSOLUTION AND TRANSFER OF ASSETS**

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors in accordance with the objectives of the Association.