



NYSAE BYLAWS

ARTICLE I: NAME

Section 1. Name

The name of this not-for-profit incorporated association shall be New York Society of Association Executives, Inc., hereinafter referred to as the “Society.”

ARTICLE II: PURPOSES AND LIMITATIONS

Section 1. Purposes

- A. To encourage high professional standards of ethics and conduct by its members.
- B. To broaden public understanding of the proper functions of associations and not-for-profit organizations, and of their contributions to society and the economy.
- C. To conduct or cooperate in providing programs, courses of study, institutes and research relating to the management of trade associations, professional societies, service organizations, voluntary organizations and other not-for-profit organizations.
- D. To provide a forum on behalf of the collective interests of its members and the association, and the not-for-profit community.
- E. To advocate on behalf of the collective interests of its members and the association and the not-for-profit community.
- F. To undertake such other functions and to cooperate with other associations or organizations in such programs and activities as may be consistent with the mission and purposes of NYSAE.

ARTICLE III: MEMBERSHIP

Section 1. Qualifications

Membership in this Society shall be comprised of the following classes:

- A. Regular Membership.** Regular membership shall be comprised of staff engaged in the management of trade associations, professional societies, service organizations, voluntary organizations and other not-for-profit organizations. Only Regular Members are permitted to vote on changes to the by-laws of the Society.
- B. Associate Membership.** Associate Membership shall be available to any individual who has an interest in associations or who provides goods and services to associations, or who is employed by an organization that has an interest in associations or that provides goods and services to associations, but who does not otherwise qualify for Regular Membership.

C. Not-For-Profit Organizational Membership. Not-For-Profit Organizational Membership shall be available to associations and any other nonprofits that have an interest in the Society and whose purposes align with the Society. All staff of a Not-For-Profit Organizational Member shall have the benefits of a Regular Membership as defined above for the term of the Not-For-Profit Organizational Membership. Not-For-Profit Organizational Members shall have one vote for the organization. This voter shall be designated by the organization and their name shall be recorded in the voter rolls of the Society.

D. For-Profit Organizational Membership. For-Profit Organizational Membership shall be available to for profit entities that have an interest in the Society and whose purposes align with the Society. All staff of a For-Profit Organizational Member shall have the benefits of an Associate Membership as defined above for the term of the For-Profit Organizational Membership. For-Profit Organizational Members shall have only one vote for any For-Profit Organizational Member up for election to the Board. This voter shall be designated by the organization and their name shall be recorded in the voter rolls of the Society.

E. NextGen Membership. NextGen Membership is available to individuals 35 years of age or younger, who otherwise meet the eligibility requirements of Regular or Associate Membership.

F. Student Membership. Student membership shall be available to any student actively enrolled full-time in an accredited college or university.

G. Life Membership - Regular. Life Membership is extended to Regular Members in good standing who through payment of special dues, set by the Board of Directors, are entitled through their payment to all of the rights accorded to Regular Members as defined above for the remainder of their life.

H. Life Membership - Associate. Life Membership is extended to Associate Members in good standing who through payment of special dues, set by the Board of Directors, are entitled through their payment to all of the rights accorded to Associate Members as defined above for the remainder of their life.

I. Honorary Membership. Honorary Membership is limited to those individuals who are elected by a majority vote of the Board as having rendered distinguished service to the association community. These members shall be exempt from payment of dues and entitled to all privileges of membership, except they shall not be permitted hold elective office.

J. Retired Membership. Retired Membership shall be available to persons who have retired from all employment in association management or related fields, and who shall remain retired from gainful employment in any way connected with association management. Retired members shall not be entitled to hold office.

Section 2. Full Voting Membership: The following Membership categories may vote on all matters put before the membership of the Society:

A. Regular Membership.

B. Life Membership – Regular.

Section 3. Limited Voting Membership. The following membership shall have the right to vote for officers of the Society and policy but shall not have the right to vote on amendments to the by-laws of the Society.

A. Associate Membership.

B. Not-For-Profit Organizational Membership.

C. For-Profit Organization Membership.

D. NextGen Membership.

E. Life Membership - Associate.

F. Retired Membership.

G. Honorary Membership.

H. Student Membership.

Section 4. Resignation. Any member resigning from membership shall be liable for payment of the current year's dues unless such resignation is received within thirty (30) days following the annual billing for dues.

ARTICLE IV – DUES

Section 1. Dues. Annual dues shall be determined by the Board of Directors.

Section 2. Pro-ration. Pro-ration of dues shall be determined by the Board of Directors.

Section 3. Delinquency and Cancellation. Any member of the Society who shall be delinquent in dues for a period of sixty (60) days from the time dues become due shall be notified in writing of such delinquency and shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Executive Committee.

ARTICLE V – MANAGEMENT/BOARD OF DIRECTORS

Section 1. Board of Directors. The management of the affairs, funds, and property of the Society shall be vested in its Board of Directors. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the Society and to do all acts necessary or advisable in connection therewith and shall exercise general supervision of the receipts and expenditures of the Society.

Section 2. Number. The Board of Directors shall consist of no more than nineteen (19) Directors, with a minimum of thirteen (13), of which at least 80% are Regular Members.

Section 3. Term of Office. The Directors, with the exception of the Officers and the Immediate Past Chair, shall serve up to three two (2) year terms, one-third shall be elected each year. No member of the Board of Directors who has served three full two (2) year terms shall be eligible for re-election until at least one (1) year has elapsed, with the exception of those Board members elected to officer positions.

Section 4. Meetings. The Board of Directors shall hold meetings at such times and places, upon such notice and under such rules as the members of the Board shall determine.

Section 5. Vacancies. Any vacancies which occur on the Board of Directors shall be filled by nomination by the Executive Committee of the Society followed by a majority vote of the Board of Directors either at any meeting of the Society or at a special meeting called for the purpose by the Chair of the Society, or by mail vote.

ARTICLE VI - OFFICERS, THEIR DUTIES AND POWERS

Section 1. Number. The Board of Directors shall have the following officers: Chair, Chair-Elect, Secretary, Treasurer, and Immediate Past Chair. There shall be only one (1) Associate or For-Profit Organizational Member eligible to serve as an officer at any time. The Associate or For-Profit Organizational Member shall not be eligible to serve as Chair or Chair-Elect.

Section 2. Election and Term of Office.

A. Officers shall be elected to a two-year term and shall not be eligible for consecutive reelection to the same office.

B. A Director who is elected to fill the unexpired portion of a vacated Officer position shall complete the remaining portion of the original Officer's term. This is considered a partial term and does not count toward officer term limits.

Section 3. Chair of the Board. The Chair of the Board shall be the Chief Elected Officer of the Society and serve as Chair of both the Board of Directors and the Executive Committee. The Chair shall also serve as an ex-officio member of all committees except the Nominating Committee and shall make all required appointments of standing and special committees.

Section 4. Chair-Elect. In the event that the Chair is unable to serve for any reason, the Chair-Elect shall exercise all the powers and discharge all the duties of the Chair until the Chair shall be able to resume the Chair's duties or the Chair's successor shall be chosen.

Section 5. Immediate Past Chair. The Immediate Past Chair remains an Officer and Director for one term following the term as Chair of the Board and chairs the Nominating Committee.

Section 6. The Treasurer. The Treasurer shall have the general supervision of the financial affairs of the Society and shall be the Chair of the Finance Committee. The Treasurer shall perform, or cause to be performed, all the duties incident to the office and such other duties assigned by the Board of Directors or Executive Committee. The

Treasurer shall report on the financial conditions of the Society to the Board of Directors and to the Executive Committee in such form and frequency as they may direct.

Section 7. The Secretary. The Secretary shall be responsible for the books and records of the Society. The Secretary shall give or cause to be given notice of the meetings of the Members and the Board. The Secretary shall attend such meetings and shall record or cause to be recorded the minutes of the proceedings therein and provide for the maintenance of such records, notices, filings and policies. The Secretary may sign with the Chair or either Chair-Elect or the Executive Director, in the name of the Society, all contracts authorized by the Board of Directors or by the Executive Committee. In the absence of the Secretary, the Treasurer shall perform the duties of the Secretary.

Section 8. Society Chief Executive Officer and Executive Director. The administrative and day-to-day operation of the Society may be vested in a salaried staff member or an Association Management Company (hereinafter "AMC") employed or appointed by the Board of Directors. An individual who shall be referred to as the Chief Executive Officer (hereinafter "CEO") and Executive Director shall be responsible to the Board of Directors and report to the Chair. The CEO and Executive Director or AMC shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society, and shall perform such other duties as may be specified by the Board of Directors. The CEO and Executive Director is an Ex Officio Member of the Board and shall be invited to attend meetings without a vote.

Section 9. Removal from Office. An Officer or Director may be removed from office for cause by a three-fourths vote of the Board of Directors present at a regular meeting or at a special meeting called for the purpose, provided that notice thereof shall be given in writing to the Officer at least thirty (30) days prior to said meeting.

Section 10. Vacancies. If any office should become vacant, same shall be filled for the unexpired term thereof by a majority vote of the Board of Directors.

Section 11. Change of Employment.

A. When any Officer or Director whose employment changes his/her membership category as described in Article III, Section 1 of these Bylaws, and who is employed in any other industry or capacity not provided for in Section 1, the Officer or Director shall be ineligible to hold the position of Officer or Director of the Society.

B. Any Officer or Director who has ceased to be employed in their former role and is currently unemployed while actively seeking employment in the same category he or she had before, may remain an Officer or Director of the Society for a period of one hundred eighty (180) days. If that person's employment circumstances are unchanged at the end of the one hundred eighty (180) day period, and in the case of extenuating circumstances, the Board may, at its discretion, extend the Officer's or Director's position for up to one hundred eighty (180) additional days, or to the end of his or her term.

Section 12. Headquarters. The site of the headquarters of this Society and terms and conditions of the operating agreement with the Executive Director or AMC shall be determined and approved by the Board of Directors. The originals of all corporation documents, contracts and financial records shall be maintained in or under the auspices of the headquarters office.

ARTICLE VII – BOARD MEETINGS

Section 1. Board Meetings. The Board will meet at least two times per year. The meetings shall be held at a time and place designated by the Chair.

Section 2. Place of Meeting. Any meeting or action of the Board may be, to the extent allowed by law, held in person or by electronic or other means.

Section 3. Special Meetings. Any five (5) Directors may call a special meeting of the Board for any purpose at any time.

Section 4. Notice of Meetings. Notice of the time and place of regular and special meetings of the Board shall be given to each Director by mail or written electronic transmission at least 10 days prior to the meeting.

Section 5. Quorum.

A. A majority of the Directors then in office shall constitute a quorum.

B. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors. Any action taken or decision made must be approved by at least a majority of the required quorum for that meeting.

Section 6. Action by Unanimous Written Consent Without a Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

ARTICLE VIII – MEMBERSHIP MEETINGS

Section 1. Regular Meetings. Regular meetings of the Society shall be held at a time and place to be determined by the Board of Directors.

Section 2. Annual Membership Meeting. An Annual Meeting of the Society shall be held at a time and place to be designated by the Board of Directors.

Section 3. Special Meetings. The Board may call special membership meetings at any time as deemed necessary upon written request of any three (3) Directors or ten (10) percent or more of the voting members. These special membership meetings shall be held no more than thirty (30) days after the filing of such a request with the Secretary. The business to be transacted at such special membership meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 4. Quorum. 1/10th of the total number of members entitled to vote shall constitute a quorum for the transaction of business at all meetings.

Section 5. Electronic Voting. Annual elections shall be conducted by electronic ballot to elect Officers and Directors of the Society. Electronic ballots are permissible in accordance with policies set by the Board of Directors and applicable State law.

Section 6. Notice of Meetings. Notice of each membership meeting shall be mailed or transmitted electronically to all members at least two weeks prior to the date scheduled for the meeting. Such notice shall specify the date, time, place, and purpose of such meeting and provide sufficient information so that Members can form a reasoned judgment as to the business to be transacted at this meeting.

Section 7. Rules of Order. At all meetings, including meetings of the Board, the most current edition of Robert's Rules of Order shall govern.

ARTICLE IX - ELECTION OF OFFICERS AND DIRECTORS

Section 1. Nominations. The Nominating Committee shall consist of five (5) Members, none of whom shall be an officer except for the Chair. A majority of the Nominating Committee shall be Regular Members. The Nominating Committee shall be appointed by the Board of Directors, upon the recommendation of the Chair. No member of the Nominating Committee shall be eligible to be nominated for any elected position.

Section 2. Nominating Procedure. The Nominating Committee shall communicate in writing to all members inviting their suggestions for nominees to fill the vacancies. The committee shall seek and encourage qualified candidates to be nominated for office and ascertain their willingness to serve. The Nominating Committee shall nominate one candidate for each of the following offices: Chair, Chair-Elect, Secretary, and Treasurer. The Nominating Committee shall also nominate the two (2) non-officer members of the Executive Committee, chosen from the Board of Directors. The Committee shall also provide one (1) qualified candidate for each vacancy to be filled on the Board of Directors. The report of the Nominating Committee shall be presented to the membership in writing, at least ten (10) days prior to the annual meeting. Additional nominations may be written in.

Section 3. Elections. Elections shall be held prior to the Annual Meeting of the Society. The voting shall be done by electronic ballot.

Section 4. Assumption of Duties. The newly-elected Officers and Directors may be installed in office at any time following their election, but they shall assume the responsibility of their office and the official exercise of their duties and prerogatives on the ensuing July 1.

ARTICLE X – COMMITTEES

Section 1. Executive Committee.

A. Executive Committee: Authority. The Board shall elect from its voting membership an Executive Committee, recommended by the Nominating Committee, which shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Immediate Past Chair and two (2) members of the Board of Directors. The Executive Committee shall have and may exercise all of the powers of the Board of Directors between the meetings of the Board.

Any four (4) of its members shall constitute a quorum for the transaction of business at any Executive Committee meeting. Minutes of any Executive Committee meeting shall be presented to the Board of Directors at its next regularly scheduled meeting. Any action of the Executive Committee is subject to review by the full Board of Directors and subject to a vote of the Board of Directors.

B. Executive Committee: Limitations of Authority. The Executive Committee shall, have all of the authority of the Board, except that it shall have no authority as to the following matters: (a) the submission to members of any action requiring members' approval under the Not-for-Profit Corporation law of the State of New York; (b) the removal or filling of a vacant term of an officer, a member of the Board of Directors, a member of the Executive Committee, or a member of the nominating committee, or the designation of members of the Board of Directors, the Executive Committee, or the nominating committee; (c) the amendment or repeal of the bylaws or the adoption of new bylaws; (d) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (e) the designation of the auditor(s) of the Society and the compensation of such auditor(s); (f) the approval and amendment of nominating committee protocols; (g) the approval and amendment of Board standing rules; and (h) the engagement, termination, and discipline of an Executive Director.

Section 2. Other Committees. The Board of Directors of this Society may form other committees as deemed necessary.

ARTICLE XI - FINANCES

Section 1. Fiscal Year. The fiscal year shall begin on the first day of July and shall end on the last day of June.

Section 2. Audit. An audit of the accounts of the Society covering the fiscal year shall be made by a certified public accountant appointed by the Board of Directors. The report of the auditors shall be presented at the next meeting of the Board of Directors and shall also be open to inspection by other members of the Society.

ARTICLE XII - AMENDMENTS

Section 1. Amendments. Substantive Bylaw changes may be amended or repealed by a two-thirds vote of the Regular members. Non-substantive Bylaws may be amended by the Board of Directors. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition addressed to the Board by any twenty-five (25) of the voting members. All such proposed amendments shall be presented by the Board to the membership with or without recommendations.

ARTICLE XIII - INDEMNIFICATION

Section 1. Indemnification. The officers and directors shall be indemnified to the full extent permitted by law, in the manner and to the full extent authorized or permitted under the not-for-profit corporation law of the State of New York. Except as restricted by

law, the Society may provide additional indemnification pursuant to agreement, action of the Board, provisions of these bylaws or otherwise.

ARTICLE XIV - DISSOLUTION

Section 1. Dissolution. The Society 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 Society. On dissolution of the Society, 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 majority of the Board of Directors.

ARTICLE XV - DATE

Section 1. Effective Date. These bylaws shall take effect immediately upon their adoption.

September 9, 1974

Amended May 18, 1977

Amended February 15, 1978

Amended May 21, 1980

Amended May 16, 1984

Amended May 17, 1989

Amended May 22, 1991

Amended May 15, 1996

Amended May 19, 1999

Amended May 25, 2016

Amended June 11, 2020