

# New York State Town Clerks Association

## BY-LAWS

### Article I – Name

The name of the Corporation shall be the New York State Town Clerks Association, Inc.

### Article II – Purpose

- A. To promote the professional development of Town Clerks as administrative leaders.
- B. To promote, encourage and provide continued education for Town Clerks and Deputy Town Clerks.
- C. To develop a working relationship with the New York State Legislature and the State administrative agencies of the executive department to promote rational and workable laws and regulations of benefit to Town Clerks and municipalities in which they serve.
- D. To do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof but not for pecuniary profit or financial gain of its members, directors, or officers. The enumeration of the specific purposes and powers herein shall not be deemed to limit or restrict the general powers of the Corporation in the enjoyment or exercise thereof, as conferred by the laws of the State of New York upon corporations organized under the provisions of the Not-For Profit Corporation Law.

### Article III – Definitions

- **Associate Member:** Any Town Clerk or Deputy Clerk currently not in office who desires to continue a limited membership in the Association. An Associate Member has no voting rights, pays reduced dues, receives correspondence of scheduled meetings, and the quarterly newsletter publication of the Town Recorder.
- **Association:** New York State Town Clerks Association, Inc.
- **Deputy Town Clerk:** Any person who has been appointed to the position of Deputy Town Clerk and is actively serving in that position.
- **Director:** Any active Town Clerk who has achieved election to the Executive Board at the annual meeting, or in the case of a vacancy, by election of the existing Executive Board. Said Director will serve as a voting member of the Executive Board, representing the interests of the specific District where they hold elected or appointed office.
- **District:** Regions of the state as designated on the NYSTCA Map. Amendments made to the map are made through Executive Board vote.
- **Executive Board:** Shall consist of the Officers, the immediate Past President, and the twenty (20) district Directors. The immediate Past President shall be ex-officio without voting privileges and shall serve for the term of the President. The members of the Executive Board shall be active Town Clerks and members of The New York State Town Clerks Association. The Executive Board shall direct the offices of the Association.
- **Honorary Member:** Any person who has rendered extraordinary service to the Association may be inducted as an Honorary Member. Such person need not be an active Town Clerk, is not required to pay dues, and has no voting right.
- **Member:** Any Town located in the State of New York whose dues are paid. The Town Clerk shall act as the representative, or the Deputy Town Clerk of such Town in the absence of the Town Clerk.
- **Nominating Committee:** A committee that is charged with screening candidates for Officer and District Director positions and forwarding recommendations to the Executive Board following established guidelines.
- **Officers:** Shall consist of a President, three (3) Vice Presidents, a Secretary, and a Treasurer who shall be elected at the Annual Meeting and shall serve until the next fiscal year. The President of the Association may appoint an Assistant Secretary and an Assistant Treasurer.
- **Retired Town Clerk or Retired Deputy Town Clerk:** Any Person who no longer holds office as a Town Clerk or Deputy Town Clerk. Retired Town Clerks and Deputy Town Clerks have no voting rights and are eligible for Associate Membership.
- **Town Clerk:** Any duly elected or appointed Town Clerk actively serving in that position.

#### **Article IV – Membership**

- A. All Town Clerks and Deputy Town Clerks actively serving in office are eligible for full membership in the Association. Active membership ceases upon retirement or resignation as an active Town Clerk or Deputy Town Clerk.
- B. Any retired Town Clerk or Deputy Town Clerk is eligible for Associate Membership.
- C. From time to time, the membership of the Association may induct Honorary members into the Association upon nomination by a member and by voice vote at its annual meeting or otherwise as determined by the Executive Board.

#### **Article V – Dues**

- A. Annual membership dues shall be established by a vote of the membership at an Annual meeting of this Association
- B. Dues for an Associate Member shall be \$10.00.
- C. In the event any member fails to pay dues, such member shall be dropped from the membership roll of the Association.

#### **Article VI – Committees**

Committees shall be established by the President of the Association to conduct the business of the Association. The President of the Association shall appoint Chairpersons and Members to the Committees to serve at the pleasure of the President.

#### **Article VII – Officers**

Act on behalf of the Executive Board and/or the Membership when it is empowered by the Membership via the By-laws or by action of the Executive Board when it would be impractical to canvass either the Membership or the Executive Board.

#### **Article VIII – Directors**

In order to provide a more cohesive organization, there shall be twenty (20) Directors, two from each designated district who shall act as liaisons between their districts and the Executive Board. The term of office shall be three (3) years with no fewer than four (4) Directors elected in any one year. Any Director who fails to attend a minimum of 50% of all meetings of the Association in any 12-month period may, at the discretion of the Officers, be removed from office. In the event a Director's office becomes vacant, the Executive Board shall have the power to appoint a successor upon recommendation from the Nominating Committee.

#### **Article IX – Executive Board**

The basic governing body empowered to propose strategic direction, set goals for the Association and act on behalf of the Members when it would be impractical to canvass the entire Membership.

#### **Article X – Vacancies**

Vacancies among the Officers or members of the Executive Board shall be filled by vote of the Executive Board upon recommendation of the Nominating Committee. Any such person shall hold office until the next annual meeting.

#### **Article XI – Voting**

Each Town shall have one vote. Such vote shall be cast by the active Town Clerk. In the absence of the Town Clerk, such vote shall be cast by the active Deputy Town Clerk.

Every member of the Association entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution.

Any one or more members of the Executive Board may participate in a meeting of the Executive Board by means of a conference telephone or similar communications equipment which allows all participants to hear each other at the same time.

#### **Article XII – Rules of Order**

Roberts Rules of Order shall be the parliamentary authority in conducting the meetings of the Association and the Executive Board.

#### **Article XIII – Amendments to By-Laws**

These By-Laws may be changed or amended by a majority vote of all the members present at an Annual Meeting provided due notice of the amendment shall have been provided to the membership fifteen (15) days prior to the Annual Meeting. Any member desiring to submit a change or amendment in the By-Laws at any time must submit the same to the Executive Board for their consideration. If approved, proposed changes must be submitted to the general membership either at the Annual Meeting or by mail vote as provided in Article XI.