



MILITARY ASSOCIATION OF NEW YORK

(MANY)

By Laws

As of 25 April 2008

Article I -- Name: The name of this Corporation is "Military Association of New York," hereinafter referred to as the "Association."

Article II -- Purpose, Objective, Powers, Restrictions:

Section 1. Purpose

The purpose of the Military Association of New York, Inc. shall be to support the military policies of the United States and the State of New York to the end that National and State Defense be developed and strengthened through the means of an adequate, well-trained and readily available organized Militia of the State of New York.

Section 2. Objectives

The objectives of the Military Association of New York, Inc. are to engage in activities incidental to the foregoing purpose including the following:

(a) To inculcate a consciousness of the importance of the Militia to National and State Defense and to National Security by means of active participation in projects of local, State and National character.

(b) To promote the interests of the members in the various Armed Forces and the interests of the Armed Forces in the Association.

(c) To represent its members and to present its members' point of view to the State Legislature, the Congress and the Executive Branch of the United States Government, the State of New York, and subordinate political entities, and the public.

(d) To foster advancement of the professional and technical military skills of its members.

(e) To cooperate with similar associations or agencies in performing any of the purposes for which the Association is formed.

Section 3. Restrictions on the Disposition of Assets

No part of the assets of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered.

Article III -- Membership:

Section 1. Classes, Qualifications and Requirements

Upon application, acceptance by the Association and payment of the prescribed dues; the Association will issue the following classes of membership:

(a) Annual. An annual membership may be issued to all active and former active officers of the organized Militia of the State of New York.

(b) Life. A person who is qualified to be an annual member may be issued a life membership.

(c) Associate. Any person recommended by a member and with the concurrence of the Officers of the Association, who is interested in and dedicated to the purposes of the Association, and not eligible for other form of membership, may be issued an annual associate membership.

(d) Life Associate. Those qualified and accepted as set forth in (c) above upon the payment of the prescribed life associate dues may be issued life associate membership.

(e) Corporate Associate. Any company, firm, organization, or corporation upon application, and approval of the Officers of the Association and payment of an annual corporate membership fee, may be issued a certificate of corporate membership. The Officers of the Association may delegate approval authority to the Chairman. Neither corporate members nor their employees may vote or participate in benefits available to this Association, unless they are eligible and become, by their individual capacities, annual or life members.

(f) Honorary. The Officers of the Association may, by majority vote, confer honorary membership upon any person who has rendered outstanding service to the United States, the State of New York or the organized Militia of the State of New York.

(g) Retired. Open to all retired officers of the organized militia of the State of New York who are in no other active capacity.

Section 2. Certificate/Documentation

An appropriate certificate or membership card will be issued to each individual member.

Section 3. Privileges

(a) Any member of the Association may, subject to the order of business, be recognized by the presiding officer at the annual meeting of the Association.

(b) A member of the Association, other than an Associate, Life Associate, Corporate Associate, or an honorary member may serve as:

- (1) an officer of the Association;
- (2) a member of a Standing Committee; and
- (3) a member of an *ad hoc* Committee or a Special Committee.

Section 4. Rejection and Termination

(a) The Officers of the Association may, by majority vote:

- (1) reject an applicant for membership; or
- (2) after affording the concerned member a reasonable opportunity to be heard, terminate the membership. Refer to Article IV, Section 3(b)(4).

(b) Membership is automatically terminated by:

- (1) death;
- (2) resignation; or
- (3) failure or refusal to pay required dues.

(c) Annual or Associate class membership terminates at 2400 hours on 31 December each year.

Article IV -- Elected Officers

Section 1. Titles

The elected officers of the Association, all of whom shall be no salaried, shall be:

- (a) a Chairman of the Board of Directors;
- (b) a Vice Chairman of the Board of Directors;
- (c) a Vice Chairman of the Board for the Army National Guard;

- (d) a Vice Chairman of the Board for Naval Militia;
- (e) a Vice Chairman of the Board for State Guard;
- (f) a Vice Chairman of the Board for the Air National Guard;
- (g) a Secretary;
- (h) a Treasurer.
- (i) a Retired Member:
- (j) Four Company Grade officers; one each for each of the four components:

Section 2. Qualifications

Each Officer of the Association shall be an annual or life member of the Association.

Section 3. Duties and Powers of the Officers of the Association

(a) The Officers of the Association shall:

- (1) Form the Board of Directors that is the governing body of the Association;
- (2) establish the facilities and related criteria for an Annual Meeting, solicit invitations for the time and place of such conferences;
- (3) employ an Chief Operations Officer whose tenure, salary, duties and responsibilities shall be those enumerated in Article VI of the By-Laws;
- (4) fix the time and place of an Annual Meeting based on a recommendation from the Association Chairman
- (5) consider the annual budget for the Association, amend or modify it as desired, and approve the expenditure of the funds as set forth in the budget;
- (6) convene at the call of the Chairman of the Association not less than four times each year, with no less than 20 business days notification; or upon written demand signed by a majority of the members thereof;
- (7) provide for the publication and distribution, at least quarterly, of written communication to report the actual business of the Association to ensure all members are kept informed.

(b) The Officers of the Association may:

- (1) order an audit of the records and finances of the Association by a certified public accountant in addition to the annual audit required by Article IX, Section 4 of the By-Laws;

(2) by a majority vote, call a Special Conference of the Association, fix the time and place therefore, and direct the Chairman of the Association to issue the call for such conference;

(3) by a majority vote, refuse admission to any applicant for membership in the Association;

(4) by a majority vote, and in accordance with Article III, Section 4 of the By-Laws, terminates the membership of any member of the Association;

(5) remove from office any officer of the Association in accordance with Article IV, Section 7 of the By-Laws of the Association;

Section 4. Duties and Powers of the Individual Officers of the Association

(a) Chairman of the Board of Directors

(1) The Chairman shall be:

(A) the presiding officer at all meetings of the Association;

(B) a member ex-officio of all committees.

(2) The Chairman shall:

(A) appoint Standing, *ad hoc*, and Special Committees, and designate the Chairperson of each; giving full consideration to ensuring that they reflect the various services, demographics and diversity of the Association.

(B) render an annual report to the Association;

(C) perform such other duties as may be prescribed by the By-Laws;

(D) assign duties to be performed by Officers of the Association which are consistent with the By-Laws of the Association.

(b) Vice Chairman

(1) The Vice Chairman shall perform such duties as may be prescribed by the By-Laws or assigned by the Chairman of the Association;

(2) The Vice Chairman of the Board of Directors who is next in order of succession shall, in the absence or incapacity of the Chairman, perform the duties of the Chairman; and shall assume the office of the Chairman in event of the permanent incapacitation, resignation, or removal from office of the Chairman and serve the unexpired term or until his or her successor is elected and installed.

(3) In the event that the Vice Chairman of the Board cannot or will not perform the duties or assume the office of Chairman as required, then a Chairman *pro-tem* shall be chosen by a majority vote of the Elected Officers of the Association.

(c) Secretary

(1) The Secretary shall be:

(A) the recording officer of the organization; and

(B) Responsible for the records of the Association.

(2) The Secretary shall perform such duties as may be prescribed by the By-Laws or assigned by the Chairman of the Association.

(d) Treasurer

(1) The treasurer shall be the custodian of all funds of the Association; and

(2) The Treasurer shall:

(A) perform the duties prescribed by these By-Laws or assigned by the Chairman of the Association;

(B) cause a receipt to be issued for all funds received by the Association;

(C) receive the income of the Association

(D) maintain Association funds and financial reports;

(E) pay the Association's bills;

(F) report the Association's fiscal position at the Annual Meeting, to the members; and

(G) report annually to the Chairman as to the percent of membership categories of the organization.

(e) Company Grade Officers are the members who rank from Warrant Officer One thru Captain in the Army and Air National Guard, NY Guard and Marine component of the Naval Militia. Company Grade Officers for the Navy component of the Naval Militia are the members who rank from Warrant Officer One thru Lieutenant.

(f) The Chairman may appoint to the Board, with the confirmation by two-thirds vote of the elected officers, an Assistant Secretary, and Assistant Treasurer, a Downstate Region Chairperson, a Capital Region Chairperson, a Central Region Chairperson, a Western Region Chairperson.

(g) Both elected and appointed Officers of the Association shall have full voting rights with the exception that only elected Officers will vote on the confirmation of the appointed Officers and Chairman Pro-Tem.

Section 5. Election

Officers of the Association; as noted in Article IV, Section 1, shall be elected at an Annual Meeting of the Association. If a nominee for an office of the Association fails to receive a majority of votes from members voting at the annual meeting, the succeeding votes shall be taken on the two nominees who received the highest number on the first vote.

Section 6. Tenure

(a) The Officers of the Association shall assume office on the final day of the Annual Meeting during which they were elected, with exception of the Treasurer, who will assume office on 1 January of the calendar year following the election; and

(b) Unless terminated or removed from office as provided in these By-Laws, Officers of the Association shall serve for a term of two years.

(c) The Chairman of the Board shall not succeed him or herself.

(d) Company Grade Officers may complete the current term of office after being promoted.

(e) In the event that an Officer of the Association cannot or will not complete the duties of office, that position will be filled by a majority vote of the Elected Officers of the Association.

Section 7. Termination of Tenure

(a) Tenure in office is terminated by:

(1) permanent incapacitation;

(2) resignation which shall be tendered to and approved by Officers of the Association;
or

(3) removal as prescribed in subsection (b) of this Section.

(b) An officer may be removed from office by a two-thirds vote of the Officers of the Association;

(1) when it is determined that an officer is unable to fulfill the duties of his or her office due to physical or mental disability;

(2) if an officer becomes a member of the organized militia of another State;

(3) for inefficiency;

(4) for conduct detrimental to the Association;

(5) or for other sufficient cause.

Article V -- Committees

Section 1. Standing Committees

The Standing Committees of the Association are known as the Committee on Finance, the Committee on Resolutions and By-Laws, the Committee on Long-Range Planning and Governmental Relations, and the Committee on Membership.

Section 2. Special Committees

Special Committees of the Association are authorized as determined by the Officers of the Association.

Section 3. General Conference and Special Conference Committees

Ad hoc Committees in direct support of the Annual Meeting are authorized as required in areas to be determined by the Officers of the Association. Such Committees may include Credentials and Rules, Resolutions, Nominations, Operations, Public Affairs, Entertainment, Regional organizations or others as required.

Section 4. Duties and Powers of the Standing Committees

(a) Committee on Finance

(1) The Committee on Finance shall consist of a Chairperson and members appointed by the President with the consent of the Officers of the Association.

(2) The Committee on Finance shall:

(A) accept, in the name of the Association, donations and bequests;

(B) review the annual budget of the Association as developed by the Chairman or the Chief Operating Officer; revise, amend, or modify it as necessary; and recommend its adoption;

(C) develop and recommend fiscal policies for the Association.

(b) Committee on Resolutions and By-Laws

(1) The Resolutions and By-Laws Committee shall consist of a Chairperson and members appointed by the Chairman with the consent of the Officers of the Association.

(2) The Resolutions and By-Laws Committee shall:

(A) annually review the Articles of Incorporation and By-Laws for any revisions, amendments or modifications that may be necessary and recommend such for adoption;

(B) develop and present answers to questions submitted to the Committee for interpretation of the meaning and the effect of the Articles of Incorporation and By-Laws;

(C) consider all resolutions submitted to the Association and present those resolutions, with the Committee's recommendations, at the Annual Meeting;

(D) assist the parliamentarian at each Annual or Special conference of the Association in properly conducting the business sessions.

(c) Committee on Long-Range Planning and Governmental Relations

(1) The Committee on Long-Range Planning and Governmental Relations shall consist of a chairperson and members appointed by the President with the consent of the Officers of the Association.

(2) The Committee on Long-Range Planning and Governmental Relations shall:

(A) assess the vitality of the Association;

(B) develop and review plans, programs, and strategies for future Association initiatives;

(C) conduct research, prepare reports, formulate positions and draft legislation or administrative regulations; for presentation to elected officials and governmental bodies; and

(D) report annually to the General Conference.

(d) Committee on Membership

(1) The Committee on Membership shall consist of a Chairperson and members appointed by the Chairman with the consent of the Officers of the Association.

(2) The Committee on Membership shall:

(A) assess the vitality of the Association's membership programs;

(B) develop, review and after approval by the Officers of the Association; implement plans, programs and strategies for future membership initiatives; and

(C) report annually to the General Conference.

Article VI -- Staffing of the Association's Headquarters:

Section 1. Chief Operating Officer

(a) The Chief Operating Officer shall be employed by the Association.

(b) Term of office: His or her service shall be on a contractual basis and he or she shall hold office for a period as may be determined by the Officers of the Association. He or she may be reappointed for succeeding terms.

(c) Salary: His or her salary shall be determined by a majority vote of the Officers of the Association.

(d) Duties: He or she shall:

(1) direct the operation of the headquarters office of the Association;

(2) prepare annually and present to the Committee on Finance, a proposed budget consisting of an itemized statement of estimated revenues and anticipated and proposed expenditures for the next fiscal year;

(3) organize the headquarters office as may be required;

(4) incur and authorize such incidental expenses within a financial plan approved by the Officers of the Association as may be necessary in the direction and operation of the affairs of the Association and headquarters office; and

(5) other duties as assigned by the Officers of the Association.

(6) when acting as the COO be a non voting member of the Board of Directors

Article VII -- Conferences:

Section 1. Annual Meetings

(a) The Association shall hold an Annual Meeting for all members.

(b) Robert's Rules of Order shall be used as a guide to govern the procedure of the meeting. The President has the discretion to appoint a Parliamentarian; if he or she does not, the members present at the Annual Meeting may choose to elect one.

(c) The order of business shall be:

(1) the Call to Order;

(2) acceptance of the Minutes of the previous Annual Meeting;

(3) the Treasurer's Report;

(4) the report of the Chairman including the work of other Officers of the Association;

(5) the reports of the Committees except the Nominating Committee;

(6) Old Business;

- (7) New Business;
- (8) report of the Nominating Committee;
- (9) election of Officers in accordance with Article IV; and
- (10) adjournment.

(d) The Secretary shall ensure the Chairman's proposed agenda is available to the members one month before the Annual Meeting.

(e) Any member may introduce any resolution from the floor without prior notice during the New Business portion of the agenda.

(f) The Officers of the Association shall fix the date and place of the Annual Meeting.

Section 2. Special Meetings

A Special Meeting of the Association may be convened by the Chairman or a majority of the Officers of the Association when required.

Article VIII -- Voting:

Section 1. General

All regular or life members of the Association who attend the Annual Meeting of the Association have a right to one vote. Any member serving on extended active duty in or with the Armed Forces of the United States or the State of New York, may vote, although not present at the Annual Meeting.

Article IX -- Fiscal:

Section 1. Fiscal Year and Membership Year

The fiscal year of the Association is from 1 January to 31 December.

Section 2. Dues

A schedule of annual dues shall be established by the Officers of the Association and shall be published by the Association not later than 1 October prior to the year for which the dues take effect.

Section 3. Bond

(a) Officers of the Association, including individuals serving as Treasurers and Assistant Treasurers, and employees of the Association who are responsible for, and handle, funds belonging to the Association, must be bonded;

(b) The Officers of the Association may, by majority vote, require the insuring of:

(1) Officers of the Association other than those for whom bonding is mandatory under Article IX, Section 3(a);

(2) a member of any Standing Committee, *ad hoc* or Special Committee.

Section 4. Audit

The Committee on Finance shall perform an annual fiscal review which may be performed by members of the Association. An independent certified public accountant shall perform an annual audit of the records and finances of the Association and render a report thereon to the Officers of the Association, which shall transmit same to the Committee on Finance prior to the next Annual Meeting. The Committee on Finance shall include the results of the financial review or audit in its annual report and to the Members of the Association at the Annual Meeting.

Section 5. Funds

Funds of the Association shall be:

(a) deposited in the name of the Association in a bank or banks, or similar institution;

(b) maintained in such accounts as the Officers of the Association may direct;

(c) disbursed in support of the approved annual budget without further authority from the Officers of the Association;

(d) invested and reinvested in accordance with the purpose of the Association as Officers of the Association may direct; and

(e) used to promote the purposes of the Association.

Section 6. Expenditures

Disbursements of the Association shall be:

(a) certified by the Chairman or Chief Operating Officer of the Association and

(b) paid by check drawn on the funds of the Association and executed by any two of the following:

(1) Chairman;

(2) Chief Operating Officer; or

(3) Treasurer.

Section 7. Contracts

(a) Contracts of \$5,000 or more shall be executed in the name of the Association and signed by the Association Chairman.

(b) Contracts in an aggregate of less than \$5,000 shall be executed in the name of the Association and signed by a member or members of the staff designated by the Chairman in writing and approved for specific functions.

Article X -- Amendments:

Section 1. By Two-Thirds Vote

(a) These By-Laws may be amended at the Association's Annual Meeting by a two-thirds vote of the members present and voting to amend these By-Laws.

(b) An amendment may be proposed by a member of the Association and shall be submitted in writing to the Secretary of the Association at least ninety (90) days prior to the date set for the convening of the Annual Meeting at which the proposed amendment is to be considered.

(c) As soon as practicable after its receipt, the Secretary shall mail copies of the proposed amendment to the members of the Committee on Resolutions and By-Laws for their actions pursuant to Article V, Section 4 (b)(2).