

CONSTITUTION

NORTHEASTERN NEW YORK CONFERENCE OF THE CENTRAL ATLANTIC STATES ASSOCIATION OF FOOD AND DRUG OFFICIALS

ARTICLE I – NAME

The official title of this non-profit local conference affiliate organization shall be the Northeastern New York Conference of the Central Atlantic States Association of Food and Drug Officials (CASA) hereby referred to as the “Northeastern New York Conference.”

ARTICLE II – OBJECTIVES AND PURPOSES

Objectives of the Northeastern New York Conference shall be to:

1. Promote and foster uniformity of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws.
2. Encourage and promote uniform and cooperative enforcement of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws at all levels of government.
3. To develop training programs to assist members in their technical work and development and to promote uniformity of inspection and analytical techniques for enforcement officials at all levels of enforcement.
4. Foster and promote modernization of existing laws, regulations, administrative procedures, inspection and analytical techniques in consumer and public health protection.
5. Cooperate with the Association of Food and Drug Officials and other organizations having similar objectives.
6. Encourage and promote improved communications between and among consumer, enforcement, and related producer and industry groups.

The Northeastern New York Conference of CASA is a public benefit association that shall be organized and operated at all times exclusively for religious, charitable, scientific, literary, educational and other purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the Code) or corresponding provisions of any subsequent federal tax laws. Neither the members of the Executive board nor officers nor members shall have the power or authority to do any act that will prevent the Northeastern New York Conference from being an organization described in Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE III – POWERS

Subject to and in furtherance of the purposes for which it is organized, the Northeastern New York Conference shall possess, in addition to the general rights, privileges, and powers conferred by law, the following rights, privileges, and powers as prescribed or authorized by the “Central Atlantic States Association of Food & Drug Officials,” referred to as the Association, and/or its executive board:

1. To continue as a Conference of the Association under its name perpetually.
2. To purchase, receive, take by gift, devise or bequest, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located.
3. To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of the Northeastern New York Conference’s property.
4. To purchase, receive, subscribe for, and otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity.
5. To make contracts and guaranties, incur liabilities, borrow money, issue notes bonds and other obligations, and secure any of the Northeastern New York Conference’s obligations by mortgage or pledge of any of the Northeastern New York Conference’s property franchises, or income.
6. To lend money, invest and reinvest the Northeastern New York Conference’s funds, and receive and hold real and personal property as security for repayment, except as provided under applicable law.
7. To be a promoter, a partner, a member, an associate, or a manager of any partnership, joint venture, trust, or other entity.
8. To elect board members, elect and appoint officers, and appoint trustees, employees and agents of the Northeastern New York Conference, define the duties and fix the compensation of director’s, officers, trustees, employees, and agents.
9. To make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the interest of the Northeastern New York Conference.
10. To have and exercise powers of a trustee as permitted by law.
11. To purchase and maintain insurance on behalf of any individual who:
 - (a) is or was a director, an officer, a trustee, an employee, or agent of the Northeastern New York Conference; or
 - (b) is or was serving at the request of the Northeastern New York Conference as a director, an officer, a trustee, an employee, or an agent of another entity;

- (c) Against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, a trustee, an employee, or an agent, whether or not the Northeastern New York Conference would have the power to indemnify the individual against the same liability under applicable law.
12. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted, by applicable law, or, if not permitted, then to any extent not prohibited by such law.
 13. To do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Northeastern New York Conference and the Association (CASA).

ARTICLE IV – OFFICERS AND EXECUTIVE BOARD

1. The affairs and business of the Northeastern New York Conference shall be conducted by an executive board. The executive board shall be composed of the elected officers, the immediate Past President, five at large board members elected from local conference membership, an associate member, and the Conference Representative to the Association (CASA) executive board. Composition of the executive board shall be as prescribed in the Northeastern New York Conference's by-laws.
2. The officers of the Northeastern New York Conference shall be the President, Vice-President and Secretary/Treasurer.
3. The duties and terms of office for the members of the executive board and the officers of the Northeastern New York Conference shall be as specified in the Northeastern New York Conference's by-laws.

ARTICLE V – MEMBERSHIP RIGHTS AND PRIVILEGES

1. The Northeastern New York Conference shall have five classes of membership as prescribed in the by-laws.
2. Individual classes of membership shall be entitled to the rights and privileges as prescribed in the Northeastern New York Conference's by-laws.
3. The dues of each class of membership and the dues period shall be as prescribed in the Association's by-laws.

ARTICLE VI – MEETING OF MEMBERSHIP

The Northeastern New York Conference shall hold an annual meeting and such other meetings as the executive board deems necessary. Meeting dates, location, frequency, notice of meeting, number of regular members present to constitute a quorum for the annual meetings, and plurality of those voting, shall be as prescribed in the Northeastern New York Conference by-laws.

ARTICLE VII – ELECTION PROCEDURES

Appointment, composition of the nominating & elections committee, the procedures for selecting officers and each board member-at-large, voting eligibility of membership classes, and eligibility to hold office shall be as prescribed in the Northeastern New York Conference's by-laws.

ARTICLE VIII – FISCAL YEAR

The Northeastern New York Conference's fiscal year shall be as prescribed in the Northeastern New York Conference's by-laws.

ARTICLE IX – HEADQUARTERS

The headquarters of the Northeastern New York Conference shall be as prescribed in the Northeastern New York Conference's by-laws.

ARTICLE X CERTAIN MATTERS REFERRED TO THE EXECUTIVE BOARD

All matters as prescribed or authorized by the "Central Atlantic States Association of Food & Drug Officials," referred to as the Association, and/or its executive board, pertinent to the interest of the Northeastern New York Conference, adopted by the Northeastern New York Conference or referred to the conference Executive Board shall be acted on as prescribed in the Northeastern New York Conference's by-laws, subject to the following provisions:

1. None of the Northeastern New York Conference's net earnings shall inure to the benefit of any private individual except as described herein.
2. No board member, officer, or trustee of the Northeastern New York Conference may receive any pecuniary benefit from the Northeastern New York Conference except such reasonable compensation as may be allowed for services actually rendered.
3. The Northeastern New York Conference shall make no advancement for services to be performed in the future nor shall it make any loan of money or property to any board member, officer, or trustee of the Northeastern New York Conference.

4. No substantial part of the activities of the Northeastern New York Conference shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation.
5. The Northeastern New York Conference shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
6. Subject to the provisions of this constitution, applicable law and the Association (CASA), the executive board shall have complete and plenary power to manage, control, and conduct all the affairs of the Northeastern New York Conference.
7. The executive board is committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian, or agent of a trust or fund in respect of this Northeastern New York Conference administers each restricted trust or fund and the aggregate of unrestricted trusts or funds of this Northeastern New York Conference in accordance with the provisions of applicable United States Treasury Regulations.
8. The executive board shall have the power:
 - (a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the Board's sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the objectives served by this Northeastern New York Conference;
 - (b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under applicable laws; and
 - (c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable return of net income (or appreciation when not inconsistent with this Northeastern New York Conference's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Executive Board).
9. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in paragraph (c) of the preceding Section 8:
 - (a) there shall be excluded from such determination such assets as are held for the active conduct of this Northeastern New York Conference's exempt activities; and
 - (b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Northeastern New York Conference.

A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named organization or agency

or activity or for the use or benefit of a particular class of organizations or agencies, the members of which are readily ascertainable.

10. If it appears that there may be grounds for exercising the power described in paragraph (b) or (c) or Section 8 of this Article X with respect to any fund, the executive board shall notify the participating trustee, custodian, or agent involved to provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the executive board under paragraphs (b) and (c) of Section 8 of this Article X, the executive board may seek advice of legal counsel as to whether a breach or failure has been committed under applicable laws. The executive board shall exercise such a power only upon the vote of a simple majority of the members of the executive board.
11. Upon the exercise of the power under paragraphs (b) and (c) of Section 8 of this Article X to replace any participating trustee, custodian, or agent the executive board shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.
12. No executive board member or trustee of the Northeastern New York Conference shall be liable for any of its obligations.
13. All parties dealing with the Northeastern New York Conference shall have the right to rely upon any action taken by the Northeastern New York Conference pursuant to authorization by the executive board by resolution duly adopted in accordance with the Northeastern New York Conference's constitution, by-laws, and applicable law.
14. The executive board may from time to time, in the by-laws of the Northeastern New York Conference or by resolution, designate such committees, as the executive board may deem desirable for the furtherance of the purposes and objectives of the Northeastern New York Conference.

ARTICLE XI – COMMITTEES APPOINTED BY THE PRESIDENT

The President shall annually appoint chairs for all standing committees as may be established by the executive board or by-laws to serve the Northeastern New York Conference to the extent of their respective charges.

ARTICLE XII – BY-LAWS

The Northeastern New York Conference members shall have the power to make prudent by-laws as they may deem proper for the management of the affairs of the Northeastern New York Conference providing such by-laws are not in conflict with the constitution.

ARTICLE XIII – AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

The Northeastern New York Conference shall have full power to implement by-laws for the governance of the Northeastern New York Conference and the management of its affairs. The Northeastern New York Conference shall have to power to change, alter, add to, or amend the constitution and by-laws of the Northeastern New York Conference as are necessary and incidental to carry into effect powers as are necessary for the governance of the Northeastern New York Conference in accordance with the procedures to amend the Northeastern New York Conference's constitution or by-laws as prescribed in Article XII and Article XIII of the Northeastern New York Conference's by-laws. All proposed amendments must be reviewed and approved by the Association (CASA) prior to being voted on by the membership of the Northeastern New York Conference. All other provisions of the constitution and by-laws of the Northeastern New York Conference to the contrary notwithstanding, amendment of this Article XIII shall require the concurrence of a majority of the members of the Northeastern New York Conference voting on the question determined by acclamation except as to amendments previously approved by a majority of the members of the Northeastern New York Conference, and provided that the executive board of the Northeastern New York Conference is authorized to amend this Article XIII in ways required to qualify the Northeastern New York Conference as a Section 501 (c)(3) organization.

ARTICLE XIV – DISSOLUTION

In the event of dissolution, any remaining assets after payment and discharge of Northeastern New York Conference obligations shall be returned to the Association (CASA).

ARTICLE XV – EFFECTIVE DATE

The revisions to this Constitution shall take effect immediately as adopted by this Northeastern New York Conference on _____.

BY-LAWS

NORTHEASTERN NEW YORK CONFERENCE OF THE CENTRAL ATLANTIC STATES ASSOCIATION OF FOOD AND DRUG OFFICIALS

ARTICLE I – NAME

The name of this non-profit organization is the Northeastern New York Conference of the Central Atlantic States Association of Food and Drug Officials (CASA), hereinafter referred to as the Northeastern New York Conference.

ARTICLE II – OBJECTIVES AND PURPOSES

The objectives and purposes of the Northeastern New York Conference shall be as stated in the constitution, which includes the following:

1. Promote and foster uniformity of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws.
2. Encourage and promote uniform and cooperative enforcement of food, drug, cosmetic, device, product safety, environmental and public health, and related consumer protection laws at all levels of government.
3. To develop training programs to assist members in their technical work and development and to promote uniformity of inspection and analytical techniques for enforcement officials at all levels of enforcement.
4. Foster and promote modernization of existing laws, regulations, administrative procedures, inspection and analytical techniques in consumer and public health protection.
5. Cooperate with the Association of Food and Drug Officials and other organizations having similar objectives.
6. Encourage and promote improved communications between and among consumer, enforcement, and related producer and industry groups.
7. To sponsor a scholarship fund for students pursuing an undergraduate education.

ARTICLE III – MEMBERSHIP

1. **Northeastern New York Conference Membership:** There shall be five classes of membership in the Northeastern New York, to be designated as: Regulatory, Associate, Academic, Retired and Life members. Members of the Northeastern New York Conference shall advocate the promotion or enforcement of federal,

state, or local food, drug, cosmetic, device, environmental, public health and consumer protection laws, ordinances, or regulations in the state of New York.

2. **Membership Qualification:** Qualification for each class of membership shall be:
 - (a) Regulatory membership - shall be persons employed by federal, provincial, state, county, municipal departments or units.
 - (b) Associate membership - shall be persons employed by non-government organizations (NGO's).
 - (c) Academic membership - shall be individuals attending or employed by a college or university.
 - (d) Retired membership - shall be persons who, during the period of their employment, held active membership in this Northeastern New York Conference in one of the above membership categories.
 - (e) Life membership - shall be persons who, on account of their substantial contributions to the objectives of this Northeastern New York Conference, have been nominated by the executive board and elected by the Northeastern New York Conference to this class of membership.
3. **Membership Participation:** Any member, with the exception of an Associate member, who falls into the above categories can hold office such as President, Vice-President, or Secretary/Treasurer. A member of any of the Northeastern New York Conference membership categories can be a committee chair at the local conference level. Only regulatory members can be elected to be the Northeastern New York's representative to the Association (CASA) executive board and serve on said board.

ARTICLE IV – MEMBERSHIP RIGHTS AND PRIVILEGES

Individual classes of membership shall be entitled to the following rights and privileges in the Northeastern New York Conference:

1. **Regulatory Member:** Regulatory members shall be entitled to the full rights and privileges of the Northeastern New York Conference, including the right to be elected to the executive board, hold local conference office, be a chair or member of committees, and to vote on issues to come before the Northeastern New York Conference.
2. **Associate Member:** Associate members shall be non-voting members who may hold committee chair positions, attend business meetings, serve on committees and upon election to the executive board be an ex officio honorary member of the executive board. Appointment to this position shall be made by the Northeastern New York Conference President if no associate representative is elected.

3. **Academic Members:** Academic members shall be non-voting members who may hold local conference officer positions or committee chair positions, attend business meetings, and serve on committees.
4. **Retired Members:** Retired members shall have all the rights and privileges of the membership classification held prior to retirement unless said retired member becomes re-employed in a different membership category. Rights and privileges consistent with re-employment classification would then apply.
5. **Life Members:** Life members shall be entitled to the full rights and privileges within the Northeastern New York Conference, consistent with their respective category classification whether regulatory, associate, academic member.

ARTICLE V – EXECUTIVE BOARD

The executive board shall direct and act for and on behalf of the Northeastern New York Conference in any administrative, financial, legislative, educational, or other capacity as the Northeastern New York Conference may direct, or act on its own initiative between meetings and report such action at the next meeting. The executive board shall be composed of the officers, the immediate Past President, five at large board members, an associate member and the conference representative to the Association (CASA) executive board. Non-voting members of the executive board shall be academic and associate members.

1. **Officers:** The three (3) officers of the Northeastern New York Conference shall be President, Vice President, and Secretary/Treasurer.
2. **Service Rotation:** A rotational system shall be utilized to fill positions on the Executive Board. The Board positions involved in the system for the order of rotation shall be: 1) Past President, 2) President, 3) Vice-President, 4) 5) 6) 7) 8), board members at large.
3. **Eligibility:** To be eligible for election to this executive board, the representative from the local conference shall be an active member of that local conference for two (2) or more consecutive years prior to the year elected, or be a Life Member.
4. **Terms of Office:**
 - (a) **Officers**

Election of the President and Vice-President, of the Northeastern New York, shall be for a service term of one (1) year, and may be re-elected to serve one additional term.
 - (b) **Conference Representative to the Association (CASA) executive board**

Election of the local conference representative shall be annually by the local conference they represent for a service term of one year, eligible for

re-election for four consecutive one-year terms. Election of a local conference representative for the fifth year shall be for four years without re-election to enable this individual to rotate through officer positions of the Association. Local conference representatives shall be elected by the membership attending a meeting of the local conference designated with due notice that such election would occur or by other means as determined by the local conference by-laws. Local conference representatives elected for the fifth year term shall assume position as Junior Vice-President of the Association (CASA) executive board. Local conference representatives to the executive board shall be elected from the regulatory or life-regulatory membership categories.

(c) **Local Conference Board Members At-Large**

Election of board members at large for the Northeastern New York Conference shall be for a service term of five years and may be re-elected to serve additional terms. These terms shall be staggered as determined by the executive board.

(d) **Secretary/Treasurer**

The Secretary/Treasurer shall be elected for a term of one year and may be re-elected with no limit to the number of terms. The Secretary/Treasurer shall be elected by and from all member categories except the associate member class.

(e) **Associate Member**

The associate member shall be elected for a term of one year and may be re-elected to two additional terms. The associate membership shall elect the associate board member who shall act as an ex-officio and non-voting member on the executive board.

(g) **Assumption of Duties**

The newly elected officers and board members shall assume their duties at the close of the annual Association (CASA) meeting.

(f) **Removal of Executive Board Members**

- 1) Causes for removal shall be defined as malfeasance, misfeasance, or nonfeasance of duties assigned in the Constitution and By-laws; being convicted of a felony; or acting in a manner that is detrimental to the Northeastern New York Conference or any member of the Northeastern New York Conference.
- 2) To begin the process for removal any member of the Association (CASA) must notify any officer of the Northeastern New York Conference in writing of the reasons for his or her removal.
- 3) Such removal shall be after the accused board member has been provided the opportunity to be heard by the executive board and

present facts and information regarding the circumstances of the situation.

- 4) Removal will be by a majority vote of all board members excluding the accused member.

5. Duties of Officers and Other Elected Positions

(a) President

The President shall serve as chief administrative officer for the Northeastern New York Conference and shall also possess broad discretionary and delegatory powers to act as deemed necessary and proper to carry out the ordinary business of the Northeastern New York Conference, within the scope of presidential capacity and responsibility. The President must obtain specific authorization of the executive board when decisions or actions concerning local conference governance, financial commitments, and any other contractual agreements. The President shall preside at all meetings and shall appoint such committees as may be authorized or required or whose appointment or election is not otherwise provided. The President shall be responsible to have an annual report on the affairs of the executive board and the fiscal and financial status of the Northeastern New York Conference. This report may be presented at a membership meeting or other means as approved by the executive board. The president shall direct disbursement of funds as authorized by the executive board and may be an authorized signatory for the Northeastern New York Conference. The President upon completion of their term of office shall remain on the executive board as Past President.

(b) Vice President

The Vice-President shall act in the capacity of the President at the President's bidding, preside at meetings in the absence or at the direction of the President, be responsible for fulfilling duties delegated to him by the President and will carry out other duties assigned to the President when the latter is unable to act. The vice president shall act as the committee whip of the Northeastern New York Conference and be responsible to oversee the activities of the Northeastern New York Conference committees. The Vice-President shall assume the office of President and automatically fill the unexpired office of President, if the latter office shall become vacant, or when the term of the office of President is complete. The Vice President upon completion of their term of office, whether filling a presidential term vacancy or not, shall be eligible to be elected to the position of President.

(c) Secretary/Treasurer

The Secretary/Treasurer shall keep a list of all members of the Northeastern New York Conference. Conduct such part of the correspondence of the Northeastern New York Conference as usually

conducted by the secretary of similar organizations. Record the minutes of each meeting of the Northeastern New York Conference, and securely maintain a file of the proceedings of the Northeastern New York Conference and of the executive board and conduct correspondence pertaining to the affairs of the Northeastern New York Conference. Perform duties incident to the office, maintain all records of the Northeastern New York Conference as designated by the executive board and such other duties as the executive board may authorize. Collect all monies due the Northeastern New York Conference, giving receipt as required with appropriate identification of the person making such payment. Be custodian of the funds of the Northeastern New York Conference and make all disbursements taking receipt therefore. Make reports of the financial condition of the Northeastern New York Conference as required by President or the executive board. Furnish a financial statement of all receipts and disbursements as required by the President or executive board; and this statement, together with all books, vouchers, and all necessary documents shall be available for audit. Provide detailed financial records of the Northeastern New York Conference to the auditing committee by March 31 of each year for the performance of an annual audit by the auditing committee. Follow directives of the Association Treasurer in meeting financial record, report and accounting responsibilities. The Secretary/Treasurer shall be an authorized signatory for the Northeastern New York Conference.

(d) **Local Conference Representative**

The local conference representative to the Association executive board shall receive instructions from the local conference executive board for carrying its concerns, interests, issues, and when appropriate its vote on management matters to the Association and represent the local conference at all official meetings of the Association executive board. The local conference representative shall report to the local conference, board meetings and local membership meetings updates, reports, issues, concerns, and directives of the Northeastern New York Conference as they relate to local conference activities and functions. The local conference representative shall officially present to the executive board resolutions passed by the local conference. Perform other related duties as required by the Northeastern New York Conference President or executive board.

6. Functions of the Executive Board: The executive board of the Northeastern New York shall have but not limited to the following functions and duties for administration of the organization:

- (a) Act as trustee for all property of the Northeastern New York Conference.
- (b) Recommend names for life membership.
- (c) Fix the time and place for the annual meeting.
- (d) Authorize the President to make pro tem appointments with the approval of the majority of the executive board to fill any vacancy that may occur among the officers and others of the executive board between meetings of the Northeastern New York, whether the vacancy is caused by resignation, death, inability, or other cause of inactivity. If the vacancy occurs in a position involved in the rotation system, it shall be filled with a member from the same local conference as the departing individual.
- (e) Authorize the President to approve disbursements of Northeastern New York funds, employ personnel, as the situation demands, and fix their compensation and duties, except that the President may expend the sum, to not exceed \$100.00, without the authorization of the executive board.
- (f) Fix the amount of the registration fee for local conference meetings.
- (g) Authorize annual travel budgetary expenses for the President to use for participating in local conference activities.
- (h) Authorize the employment of individuals, full or part-time, and require that they be bonded as deemed necessary to carry out the business the Northeastern New York Conference.
- (i) Provide for the implementation or assignment immediately after adoption or the time frame as may be specified in the proposal of all motions, resolutions and issues directed for further action by the executive board

that are adopted at any annual or special meeting of the Northeastern New York Conference and involving matters of policy, administration, or business.

- (j) Establish policy and procedures required for the administration or operation of the organization. When established, policy and procedures, related to this section shall be published for Northeastern New York Conference member distribution.
- (k) Establish policy and procedures related to financial reimbursement for member expenditures made on behalf of the Northeastern New York Conference when such expenditures are approved or authorized by the executive board or prescribed by established policy. Expenditure reimbursement shall include:
 - i) Purchase of goods or services associated with the operation of the Northeastern New York Conference.
 - ii) Authorize travel, meals, and lodging expenses not to exceed government reimbursement rates associated with attending meetings and required functions when such costs or expenditures are not provided by employers or other organizations for such individuals requesting authorized reimbursement.
- (l) The executive board shall have full power of the Northeastern New York Conference in all matters.

7. Meetings of the Executive Board

The executive board shall meet at such times as the President or a majority of the members of the executive board shall deem desirable.

8. Quorum for the Executive Board meetings

Fifty percent (50%) of the voting members of the executive board shall constitute a quorum. Prior to an executive board meeting a voting board member may designate another voting executive board member of the executive board to vote on matters before the board as proxy. This does not preclude having representation by a non-voting member of the local conference when required or warranted.

9. Fillings Vacancies within the Executive Board

The unexpired terms of all vacancies of the executive board, except for the President, and Vice President shall be filled by a vote of the majority of the executive board, present and voting. However, executive board members elected by the executive board to fill unexpired terms shall serve only one year or until the next Northeastern New York Conference election for the vacant position would normally occur, whichever first occurs. If the office of the President becomes vacant, the Vice President shall fill the President's unexpired term. The office of Vice President, if vacant, shall be filled by simple majority of those

voting members of the local conference represented at the next membership meeting.

10. Delegation

The Northeastern New York Conference is authorized under the auspices of the Association and its executive board to function in accordance with the objectives and purposes of the Association and policies established by the Association executive board. Local conference funds via membership dues distribution and any other assets shall be held in trust for the Association subject to financial accounting, reporting and handling practice established by law, the Association Treasurer and the Association executive board. The Northeastern New York Conference shall not engage in a contract, agreement or other condition that would result in the occurrence of financial or legal liability not authorized by the Association executive board.

11. Dissolution of a Local Conference

Dissolution of a local conference shall occur under authority of the Association in accordance with requirements and prescription of the Association's Constitution and By-laws.

ARTICLE VI – MEETINGS OF MEMBERSHIP

- 1. Annual Election Meeting:** The annual election meeting of the Northeastern New York Conference shall be held at such time and place as shall be designated by the executive board. The majority of the eligible voters registered at the annual election meeting shall constitute a quorum for the transaction of business. The election annual meeting shall be open to all membership classes and those invited by the Northeastern New York Conference.
- 2. Special Meetings:** Special meetings of the membership of the Northeastern New York Conference may be called by the executive board as needed.
- 3. Quorum:** In all business meetings or business sessions of the Northeastern New York Conference a quorum shall consist of a majority of the registered eligible voters present.
- 4. Voting:** On any vote or ballot, a plurality of those voting shall be necessary to carry that vote. Voting shall be by voice or a simple show of hands.
- 5. Notice:** Due notice of meeting places and dates for meetings of the membership of the Northeastern New York Conference, including the annual election meeting, set by the executive board shall be given due notice by the Secretary/Treasurer or by individuals assigned this function and shall provide at least thirty (30) days notice of any meeting, unless emergency conditions necessitate less timely notice when this is authorized and determined as needed by the executive board

6. **Rules of Order:** Business meetings of the Northeastern New York Conference shall be conducted in accordance with Robert's Rules of Order, except as where otherwise specified.
7. **Northeastern New York Conference Training and Educational Meetings:** To meet the objectives of the Northeastern New York Conference periodic local membership educational and training meeting shall be held.

ARTICLE VII – ELECTION PROCEDURES

1. The Nominating-Elections Committee shall submit to the President, the names of candidates (maximum of three per position), when qualifying candidates are available and willing to serve, as nominees to fill the expiring term of each office requiring election.
2. The Nominating-Elections Committee chair shall conduct the elections at the annual election meeting or other determined meeting of the membership for election of officers and/or executive board members. The President or individual appointed by the President shall act in this capacity when the Nominating-Elections committee representative is unable to fulfill this function. When multiple candidates for a position are presented for vote, a brief biographical sketch shall be presented for each nominee. Election shall be by a simple majority of those voting members' casting votes.
3. Any member of the Northeastern New York Conference shall be eligible for nomination to office as prescribed in Article III, Section 3.
4. The voting procedures for amendments to the constitution or by-laws of the Northeastern New York Conference shall be conducted as outlined in Article XII and XIII and shall be handled by the nominating and elections committee.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Northeastern New York Conference shall be the calendar year commencing January 1.

ARTICLE IX – HEADQUARTERS

The headquarters of the Northeastern New York Conference shall be located at a place or an address designated by the executive board.

ARTICLE X – COMMITTEES APPOINTED BY THE PRESIDENT

The President shall annually appoint chairs for all standing committees as may be established by the executive board and when required establish other such committees as

deemed necessary and desirable for the Northeastern New York Conference. Committee appointments shall be consistent with the following:

1. Members of each committee shall come from the membership in accordance with Article I of these by-laws. Each committee shall be so constituted as to provide representation from local, state, and federal levels insofar as it is practicable.
2. The President shall appoint members to committees when required in accordance with Section 1 of this Article and as further provided by the executive board to the following standing committees and shall designate a chairperson for each: Advisory, Associate, Auditing, Communications, Constitution & By-laws, Drugs, Education, Food, Laboratory, Local Arrangements, Membership, Nominating & Elections, Resolutions, Scholarship and Water.
3. Special committees and continuing committees may be authorized by the Northeastern New York Conference or by the executive board for special work assignments. The need for continuation of such committees shall be subject to the annual review of the executive board or the Northeastern New York Conference. All appointments to committees shall be made by the President or as prescribed by the executive board.
4. The nominating committee shall submit its report to the President by March 1. The report shall include the committee's nominees and any person nominated by twenty-five or more eligible voters submitted to the committee chairperson by February 1. The nominating committee has the responsibility to ascertain that all nominees are eligible for election and that said nominees are willing to serve if elected.
5. An awards committee may be established and recommend to the executive board special awards for presentation to individuals who have served the Northeastern New York Conference in an outstanding fashion in specific areas or on special projects.
 - i) The local conference awards committee shall base recommendations based upon continuous and outstanding achievements within a ten year period preceding consideration of the nominee. The chairperson shall distribute all nominations as received to the members of the awards committee.
 - v) The awards committee shall consider each report of nomination as received and committee members shall have the right to independently canvas the field in order that no one worthy of consideration may be overlooked. The awards committee may nominate any worthy person not nominated by a local conference committee. In order to avoid unnecessary influence and to promote greater objectivity in selection of nominees, each awards committee member shall cast an unsigned ballot in duplicate. The chairperson shall receive one copy of all ballots and shall advise the awards committee members of the results. The nominee receiving a majority of committee votes shall be declared the winner.
 - iii) The committee members shall be responsible for maintaining secrecy of the balloting and deliberations of the committee. The duplicate copy of each ballot cast will be mailed in a sealed envelope to the Secretary who will keep the ballots sealed for inspection by the executive board at the time of the annual meeting.

ARTICLE XI – VOTING

1. Each member of the Northeastern New York Conference in the regulatory member or life-regulatory member classes as defined in the by-laws shall be entitled to one vote on any issue.

ARTICLE XII – AMENDMENTS OF THE BY-LAWS

1. Any member may propose amendments to these by-laws by submitting such amendments in writing to the Secretary or the chairperson of the constitution and by-laws committee. Upon receipt of constitution and by-law amendments the Secretary or constitution and by-laws committee chair shall transmit the proposed amendments to the executive board. This committee shall consider the proposed amendments and submit its recommendations to the Secretary by a time frame approved by the executive board. All proposed amendments must be reviewed and approved by the Association (CASA) prior to being voted on by the membership of the Northeastern New York Conference. Membership shall be notified of proposed amendments for review and vote as provided in Section 2a of this article.
2. The by-laws may be amended by a simple majority of the vote of eligible voters present at such next announced meeting, provided:
 - (a) That notice of the proposed amendment(s) together with the report and recommendations of the constitution and by-laws committee and the executive board is given to the membership at least thirty days in advance of the next announced meeting where it is to be considered.
 - (b) That any comments received in writing from members unable to be present be read by the Secretary at such meeting prior to the vote.

ARTICLE XIII– AMENDING THE CONSTITUTION

1. Any member may propose amendments to the constitution by submitting such amendments in writing to the Secretary. Upon receipt of constitution and by-law amendments the Secretary or constitution and by-laws committee chair shall transmit the proposed amendments to the executive board. The constitution and by-laws committee shall consider the proposed amendments and submit its recommendations to the Secretary by a time frame approved by the executive board. All proposed amendments must be reviewed and approved by the Association (CASA) prior to being voted on by the membership of the Northeastern New York Conference. Membership shall be notified of proposed amendments for review and vote as provided in Section 2a of this article.
2. The constitution or by-laws may be amended by a simple majority of the vote of the eligible voters present at such next meeting, provided:
 - (a) That notice of the proposed amendment(s) together with the report and recommendations of the constitution and by-laws committee and the executive board is given to the membership at least thirty days in advance of the next announced meeting where it is to be considered.

- (b) That any comments received in writing from members unable to be present be read by the Secretary at such meeting prior to the vote.

ARTICLE XIV – AUDIT

The executive board shall have an annual audit conducted of the financial records of the Northeastern New York Conference and require the finding to be reported to the President and executive board.

ARTICLE XV – PUBLICATIONS

There shall be an official journal of the Northeastern New York Conference entitled, the “VOYAGER.” All publications of the Northeastern New York Conference shall be issued under the direction of the executive board, Association (CASA) executive board and shall become the property of the Association (CASA).

ARTICLE XVI – EFFECTIVE DATE

These by-laws shall take effect immediately, as adopted by the Northeastern New York Conference on ---_____.