

Constitution and Bylaws

NEW YORK ASSOCIATION OF LOCAL GOVERNMENT RECORDS OFFICERS

ARTICLE 1. NAME AND PURPOSE

Sec. 1. The name of this association shall be the New York Association of Local Government Records Officers (NYALGRO).

Sec. 2. The purpose of this association shall be to:

Increase public and government awareness of the need for sound management of local government records; and

Develop a unified position on issues concerning local government records and information; and

Exchange information and ideas on problems and their solutions unique to local government records and information; and

Assist local governments in the development and implementation of sound records and information management practices.

ARTICLE II. MEMBERS

Sec. 1. Classes of membership and qualifications. There shall be four classes of membership in NYALGRO:

A. Regular membership - any individual holding or occupying a position involving local government records and information management in New York State;

B. Associate membership - any individual who does not qualify for regular or corporate membership;

C. Corporate membership - any business or representative of a business providing products or services for use in records and information management;

D. Honorary membership - any individual, selected by the Board of Directors, contributing to the realization of the goals of NYALGRO.

Any individual meeting the appropriate qualifications for membership may not be excluded from or denied membership in NYALGRO.

Sec. 2. Memberships. All members shall be eligible to attend meetings of NYALGRO. Only regular members and the Immediate Past President shall be eligible to vote and hold office.

Sec. 3. Good standing. A member shall be in good standing so long as dues have been paid to NYALGRO.

ARTICLE III. FINANCES

Sec. 1, Fiscal year. The fiscal year for NYALGRO shall be January 1 to December 31.

Sec. 2. Association dues. Dues shall be set by the Board of Directors and shall be for the fiscal year.

Sec. 3. Receipt of monies. Monies shall be received by the Treasurer for deposit into the proper account.

Sec. 4. Disbursements. Disbursements shall be made by the Treasurer as approved by the Board of Directors. The President may disburse funds in the absence of the Treasurer.

Sec. 5. An external audit of funds to be carried out on a yearly basis, by an independent contractor.

ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

Sec. 1. Board of Directors. The governing body of NYALGRO shall be known as the Board of Directors. It shall consist of the elected officers, up to nine (9) elected directors and the immediate past president. Each director shall

be at least nineteen years of age.

Sec. 2. Elected officers. The elected officers of the association shall be the President, Vice President Membership, Vice President Events, Secretary and Treasurer.

Sec. 3. Terms of office. Officers and Directors shall be elected for a two year term commencing on January 1 and ending on December 31 of the following year. Expiration of terms for the Board of Directors shall be staggered so that the terms of the President, Vice President Events, Secretary, Treasurer and four (4) Directors shall expire in one year and the terms of the Vice President - Membership and five (5) Directors shall expire in the alternate year. Officers and directors shall take office on the first day of January following their election.

Sec. 4. Vacancy in office. Vacancies occurring in any office or among the directors shall be filled by appointment for the unexpired term by a majority vote of the Board of Directors.

Sec. 5. Removal, resignation. Any officer or director may be removed by majority vote of the Board with or without cause. Officers or directors may resign at any time by giving written notice to the board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt and the acceptance of the resignation shall not be necessary to make it effective.

Sec. 6. Duties of the Board of Directors.

A. The Board of Directors shall plan and oversee the association's activities. The Board shall report yearly to the membership and include an account of funds received and disbursed.

B. The President shall preside at all meeting of the organization and of the Board of Directors. He/she shall also represent the organization to other agencies and institutions, with the advise and consent of the Board of Directors, and shall undertake other tasks as necessary, subject to the approval by the Board of Directors.

C. The Vice President -Membership shall act in the absence or incapacity of the President; be responsible for developing strategies for increasing membership and shall undertake other such tasks as directed by the President or the Board of Directors.

D. The Vice President of Events/Education shall contact meeting location sites with suggestions from the Board, establish a liaison with the hotel selected, determine school requirements for hotel, class space and other necessary rooms and send such information to the hotel, determines menus for school, order gifts and handouts, review classroom set-up and report all progress and issues to the President.

E. The Secretary shall record the proceedings of all meetings; be the official custodian of all records of NYALGRO during their term of office and shall perform other duties as directed by the President or the Board of Directors.

F. The Treasurer shall develop fiscal policies, submit a budget for the year to the President for inclusion in the notice of the first regular meeting of the Board, conduct a yearly audit, and be responsible for receiving, disbursing and accounting for all organizational funds and shall submit a written report on all receipts, disbursements, and account balances at the four regular meetings of the Board of Directors and shall undertake other such tasks as directed by the President or the Board of Directors.

ARTICLE V. NOMINATIONS AND ELECTIONS

Sec. 1. Committee. A Nominations and Elections Committee shall be created by the Board of Directors, to be made up of the immediate past president and two other regular members. The Board shall select a chair from among the Nominations and Elections Committee members.

Sec. 2. Nominations. The Committee shall solicit the membership for nominees and then prepare a slate of at least one nominee for each elective office to be filled. The Committee shall consider the diversity of the members both geographically and functionally when preparing the slate. The slate shall not include the chair of the Nominations and Elections Committee.

Sec. 3. Elections. Elections shall take place by mail. Ballots shall be mailed to regular members by November 1 and

shall be returned to the chair of the Nominating and Elections Committee by December 1. The Committee will tally the results and notify the candidates and membership of the results.

ARTICLE VI. MEETINGS

Sec. 1. Annual membership meeting of the corporation. Meetings of NYALGRO members shall be held at least one (1) time a year. The Secretary shall send a notice of a meeting to each member in good standing at least ten (10) days prior to the meeting. The day and time of each meeting shall be determined by the Board of Directors.

Sec. 2. Quorum of the Association meeting. A quorum must be present to conduct business coming before the membership at its regular meeting. The quorum shall consist of five percent of the total membership.

Sec. 3. Board of Directors meetings. The Board of Directors shall meet four (4) times a year and at other times as called. The Secretary shall send a notice of a Board of Directors meeting at least ten (10) days prior to the meeting.

Sec. 4. Quorum of the Board of Directors meeting. A quorum of a Board meeting shall consist of a majority of the members of the Board.

Sec. 5. Business by mail. Official business of the Board including voting may be transacted by mail.

ARTICLE VII. COMMITTEES

Sec. 1. There shall be standing committees and ad hoc committees to carry out the objectives of NYALGRO as deemed necessary by the Board. The chair persons of standing and ad hoc committees shall be appointed from the regular membership by the President with the approval of the Board. The Chairperson shall select members of the Committee from the membership. The Committee shall serve from January 1 to December 31. The President shall serve as ex-officio on all committees.

Sec. 2. Standing committees shall include but not be limited to:

Budget and Finance

Education and Training programs

Membership

Nominations/Elections and Accommodations

Publicity

Scholarship and Awards

Standards and Technology

Sec. 3. A written statement of general duties and responsibilities for each standing committee shall be submitted by the chairperson for the approval of the Board. This statement shall be reviewed and revised, as necessary, annually by the Board.

ARTICLE VIII. HEADQUARTERS

Sec. 1. The headquarters of NYALGRO shall be located at an address designated by the Board of Directors. The Corporation may also have other offices at such other places within the state as the Board may from time to time determine the business of the corporation may require.

Sec. 2. Minutes, correspondence and other records of the Association shall be retained at the designated headquarters according to the rules and procedures established by the Board of Directors.

Sec. 3. Officers and Directors on expiration of their term shall deposit all official NYALGRO records with the headquarters.

ARTICLE IX. AMENDMENTS

Sec. 1. By Board. The Board of Directors shall have the power to amend the Constitution and Bylaws of NYALGRO by affirmative vote of two-thirds of the Board present at any meeting of the Board of Directors, provided that the proposed amendment is included in the notice of such meeting. All such amendments adopted by the Board of Directors may be altered, amended, or repealed by the members.

Sec. 2. By Members. The Constitution and Bylaws may be amended by the members of NYALGRO through submission of a petition signed by twenty percent of the members of NYALGRO in good standing, such petition to be submitted to the members of NYALGRO in good standing for ratification. Affirmation by two thirds of the members in good standing is required for adoption of a proposed amendment.

ARTICLE X. PARLIAMENTARY AUTHORITY

Sec. 1. The current edition of Robert's Rules of Order shall serve as the parliamentary authority in all cases where they do not conflict with the Constitution and Bylaws of NYALGRO.

ARTICLE XI. CONSTRUCTION

Sec. 1. If there be any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE XII. SEAL

Sec. 1 The seal of the corporation shall be as follows:

ARTICLE XIII. ENACTMENT

Sec. 1. These bylaws shall become effective upon their adoption by a majority of those persons involved in local government records management interested in the creation of NYALGRO. The vote to adopt shall be by mail.

Sec. 2. Elections for officers and Board of Directors shall take place as soon as possible after adoption of the bylaws, following the procedures outlined in Article V of these bylaws. Officers and Directors elected shall serve their terms in accordance with these bylaws.

ARTICLE XII. DISSOLUTION

Sec. 1. Any regular member may propose dissolution of NYALGRO by submitting such a proposal signed by one-tenth of the regular membership.

Sec. 2. The Secretary shall send copies of the proposal for dissolution to regular members at least two months prior to the date of the meeting.

Sec. 3. Dissolution of this association shall be accomplished by a two thirds vote of the regular membership. In the event that fewer than fifty percent of the membership vote on dissolution the decision shall be left to the Board of Directors.

Sec. 4. In the event of the dissolution of NYALGRO any funds which remain after all debts and encumbrances have been discharged, and any property which the association may own shall be given over to an exempt organization of comparable goals to be chosen by the Board of Directors.

Sec. 5. The records and papers of the association shall be given over to an archives determined by a plurality vote of the Board of Directors.

Adopted December 11, 1987

Amended January 11, 1988

Amended January 10, 1989

Amended June 9, 1989

Amended June 1992

Amended June 1993

Amended June 1994

Amended April 8, 2008