

**BY-LAWS  
OF  
MID-HUDSON COALITION**

**ARTICLE I – OFFICES**

The principal office of the corporation shall be in the County of Dutchess, State of New York. The corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the corporation may require.

**ARTICLE 11 – PURPOSES**

This corporation has been organized for the purpose of assisting the human service field with the development, education, training, and advocacy of the professional direct support workforce.

To secure this goal, the corporation may do the following:

- Secure the establishment of degree programs to educate professional generalist direct support workers;
- Establish model projects with its member agencies;
- Work with the regulatory agencies to address policy issues related to the employment of professional direct support workers;
- Evaluate the effectiveness of professional direct support practice;
- Advocate for and do what is necessary to ensure a humane culture of care that considers the needs and rights of those supported and those who support;
  
- Perform whatever functions are legal and proper and to the extent permitted under the Not-For-Profit Corporations Law of the State of New York;
- Provide training for direct support workforce

**ARTICLE III - MEMBERSHIP**

**1. QUALIFICATIONS FOR MEMBERSHIP.**

The membership is open to all individuals and organizations interested in and supportive of the purposes of the corporation. Membership is secured through payment of annual membership fees established by the corporation.

The Board of Directors may establish new membership criteria.

**2. MEMBERSHIP MEETINGS.**

The annual membership meeting of the corporation shall be held at the annual conference. The secretary shall cause to be mailed to every member in good standing at his/her address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.

Regular meetings of the corporation shall be held when called by the Board of Directors.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has

given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

### **3. SPECIAL MEETINGS.**

Special meetings of the corporation may be called by the Directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the schedule date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### **4. FIXING RECORD DATE.**

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

### **5. ACTION BY MEMBERS WITH A MEETING.**

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

### **6. POLICY ON CONFLICTS OF INTEREST AND DISCLOSURE OF CERTAIN INTERESTS.**

1. Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other members of the Board and made a matter of record when the Board member first becomes aware of such interest. Whenever a Board member has a question whether such a conflict of duality of interest exists, the Board member should opt for disclosure as set forth in paragraph 3.
2. The same principles shall apply equally to Board meetings and Committee meetings. A Board member having a duality of interest or possible conflict of interest on any matter shall not participate nor be present in the general discussion nor the vote in the matter. However, the Board member's presence may be counted in determining a disclosure was made, that the matter is fair and reasonable to the Chapter, and that the Board member was not present and did not participate as set forth above. In addition, the Board member shall not use his/her personal influence in the matter nor use information gained as a Board member for his/her personal benefit.
3. The President of the Board of Directors and/or the Executive Committee may initiate an inquiry concerning the possibility of an undisclosed duality of interest or conflict of interest on behalf of any Board member. Further, any Board member may request an advisory opinion for the Executive Committee concerning the possibility of the existence of a duality or conflict of interest. Any determination by the Executive Committee concerning the existence or non-existence of a duality or conflict of interest shall be a binding decision until a determination is made by the Board of Directors. The ultimate determination of the existence of a duality of interest or a conflict of interest is within the authority of the Board of Directors. Any decision by the Board of Directors is final.
4. The foregoing requirements should not be construed as preventing the Board member from briefly stating his/her position in the matter nor from answering pertinent questions of other members present. Thereafter, he/she shall then be excused from the meeting so that general discussion and voting may transpire without his/her presence.

5. This policy will be reviewed annually for the information and guidance of members of the Board of Directors, and that any new members be advised of the policy upon entering on the duties of their office.

## **7. ORDER OF BUSINESS.**

The order of business at all meetings of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

## **8 MEMBERSHIP DUES.**

The Board of Directors will set the annual membership dues.

# **ARTICLE IV – DIRECTORS**

## **1. MANAGEMENT OF THE CORPORATION.**

The corporation shall be managed by the Board of Directors which shall consist of not less than three Directors. Each director shall be at least eighteen years of age.

## **2. ELECTION AND TERM OF DIRECTORS.**

At each annual meeting of members the membership shall elect Directors to hold office until the expiration of the term for which he/she was elected and until his/her successor has been elected and shall have qualified, or until his/her prior resignation or removal.

The Directors may be elected for three, three year terms. After a period of one year hiatus, Directors may be re-elected to the Board.

## **3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.**

The number of Directors may be increased or decreased by vote of the members or by a vote of a majority of all of the Directors. No decrease in number of Directors shall shorten the term of any incumbent director.

## **4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.**

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

## **5. REMOVAL OF DIRECTORS.**

Any or all of the Directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

## **6. RESIGNATION.**

A director may resign at any time by giving written notice to the Board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### **7. QUORUM OF DIRECTORS.**

Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

#### **8. ACTION OF THE BOARD.**

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

#### **9. PLACE AND TIME OF BOARD MEETINGS.**

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

#### **10. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.**

Regular meetings of the Board may be held at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the president upon three days notice to each director either personally or by mail or by wire or electronic means; special meetings shall be called by the president or by the secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

#### **11. CHAIRMAN.**

At all meetings of the Board the president, or in his absence, 1<sup>st</sup> Vice President.

#### **12. EXECUTIVE AND OTHER COMMITTEES.**

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the Board.

There shall be an Executive Committee of the five officers of the Board of Directors. This committee shall act for the Board of Directors in the interim between meetings of the Board. The action of the Executive Committee shall be subject to the final approval of the Board of Directors. It shall:

- Exercise all powers in the event of an emergency situation
- Formulate policies for presentation to and approval by the Board
- Make recommendations to fill vacancies when necessary.
- Prepare a budget and review annual reports prior to the Annual Meeting of the Board of Directors
- A vacancy occurring on the Executive Committee may be filled for the unexpired term by a vote of the Board of Directors upon recommendation of the Executive Committee. The newly elected member must be chosen from the Board of Directors.

The standing committees are:  
Conference Committee  
Education Committee  
Advocacy Committee  
Nominating Committee  
PR Committee/Membership Committee

Standing committee chairpersons are elected by the Board of Directors to serve for a term of one year. Chairpersons may be reelected. All chairpersons will prepare an Annual Report of the committee's activities prior to the Annual Meeting of the Board of Directors.

## **ARTICLE V – OFFICERS**

### **1. OFFICES, ELECTION, TERM.**

All officers shall be elected or appointed to hold office until the meeting of the Board following the annual meeting of members. The term of office is one year, and the officer may be elected for two successive terms.

The officers of the Board are the President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

### **2. REMOVAL, RESIGNATION.**

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

### **3. PRESIDENT.**

The president shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and of the Board; he/she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

### **4. VICE-PRESIDENTS.**

During the absence or disability of the President, the First Vice-President (or in his/her absence, the Second Vice-President) shall have all the powers and functions of the president.

### **5. TREASURER.**

The Treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the Directors may elect; he/she shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation, when countersigned by the President; he/she shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President; he/she shall at all reasonable times exhibit his/her books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he/she shall have an audit of the accounts of the corporation made by a committee appointed by the President, and shall present such audit in writing at the annual meeting of the members, at which time he/she shall also present an annual report setting forth in full the financial conditions of the corporation.

### **6. SECRETARY.**

The Secretary shall keep the minutes of the Board of Directors and also the minutes of the members. He/She shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He/She shall attend to the giving any serving of all notices of the corporation, and shall have charge of such books and papers as the Board of Directors may direct; he/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to his/her office. He/She shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

#### **ARTICLE VI – DISSOLUTION**

Section 1: This organization may be dissolved by two-thirds approving vote of the dissolution plan submitted by the Board of Directors

Section 2: Residual assets: Upon dissolution of the organization, any residual assets shall be donated to a not-for-profit organization(s) with purposes generally similar to this organization.

#### **ARTICLE VII – SEAL**

The seal of the corporation shall be as follows:

#### **ARTICLE VIII – CONSTRUCTION**

If there be any conflict between the provisions of the incorporation and these by-laws, the provisions of the incorporation shall govern.

#### **ARTICLE IX – AMENDMENTS**

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of Directors. By-laws may also be adopted, amended or repealed by the Board of Directors but any by-law adopted, amended or repealed by the Board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of Directors is adopted, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of the members for the election of Directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

Amended Feb. 2006