

By-Laws of Family Development Association of New York State, Inc.

Article I Name, Territory and Office

Section 1: Name. The corporation shall be known as the Family Development Association of New York State, Inc.

Section 2: Territory. Association shall conduct activities primarily in New York State subject to changes by the aforementioned Corporation.

Section 3: Office. The principle office of the Association shall be located in the State of New York. This office shall direct Association activities and shall be the depository for all corporate records. The Corporation may also have offices at such other places within the State as the Board may from time to time determine, or the business of the Corporation may require.

Article II Purpose, Mission and Guiding Principles

Section 1: Purpose. The purpose of the Family Development Association of New York State, Inc. shall be to provide information, training and technical assistance to credentialed family workers and those interested in family development.

Section 2: Mission. The Family Development Association will support the growth of individuals, families and communities by promoting the family development philosophy and excellence of family workers.

Section 3: Guiding Principles. The Family Development Association is a strong, inclusive community that recognizes and celebrates:

- The power of the Family Development philosophy to help families become strong, empowered and connected.
- The commitment that people using the Family Development approach have made to enhance their personal and professional growth.
- The strength gained from the diversity of its membership.
- The building of strong community partnerships through coordination and collaboration.
- The value of sharing the family development philosophy with others.

Article III
Membership and Voting Privileges

Section 1: Membership. Membership shall be available to individuals and agencies that are invested in Family Development, a strength-based approach consistent with the goals and objectives of the Family Development Association.

Section 2: Voting Privileges. Voting privileges for individual members shall be one vote per person. Voting privileges for agencies shall be one vote per agency.

Article IV
Board of Directors

Section 1: General Management. The general management of the affairs of the Association shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies. It shall have the power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this corporation and to promote its best interest. In addition, the Board shall annually establish, review and amend as necessary, the Corporation's operating budget and shall be charged with facilitating the collection of dues. The Board shall also determine the date of the annual Membership meeting of the Association, and notify the Membership of same.

Section 2: Board Composition. The Board of Directors shall be comprised of no less than 16 and up to 21 members, consisting of Officers and Board Members and At-Large Board Members. Each of the eight (8) regions shall select two (2) individuals for election to the Board. In addition, up to five (5) At-Large Members, from Associations representing statewide organizations, whose interests are consistent with the Family Development philosophy, shall be elected to the Board. Each region and each At-Large Member shall also identify one individual to serve as their duly authorized representative in the event that one of their elected representatives is unable to attend a meeting. Regional Board Members shall be elected by the Membership and at large members shall be approved by the Board of Directors. Individuals must be members of the Association to be eligible to serve on the Board of Directors.

The Association will seek geographic, organizational, gender and ethnic diversity when selecting Officers and Board Members.

Section 3: Term of Office and Selection of Members

- 3.1 The term of office for a Board Member shall be two (2) years except as provided for under Section 4 of this Article. Board Members shall take office immediately upon announcement of election results. In the event that all Association Officers' terms of office expire in the same year, a one-time election for the position of Vice-President and the position of FDANYS Representative to the NYSCAA Board of Directors may be authorized in order

to stagger subsequent terms and allow for continuity of Association leadership and Association business. If, for any reason, a vacancy occurs prior to the expiration of a Board Member's designated term of office, the Board President shall recommend a replacement for At-Large member vacancies and shall call for a Board vote to confirm the recommendation. Regional Board Member vacancies shall be filled by local selection.

- 3.2 Each Member of the Board of Directors shall have one vote concerning the appointment of an individual to fill a vacancy on the Board.
- 3.3 If, at any time, there is a tie resulting in a larger number of candidates than vacancies, the voters shall thereupon vote again, casting a number of votes equal to the remaining vacancies. Only the candidates who are tied may run in this subsequent election. The remaining vacancies shall be filled as outlined above. All subsequent ties shall be dealt with as outlined herein.

Section 4: Resignation. A Board Member 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, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 5: Meetings, Adjournments. The Board of Directors shall endeavor to meet at least quarterly, but must meet at least two (2) times per year. Notification, either personally or by mail, of the date, time and location of each meeting shall be provided to each Board Member no less than five days before each meeting. Special meetings of the Board shall be held upon three days notice to each Board Member, either personally or by mail. Special meetings shall be called by the Board President or by the Secretary or upon the written request of five Association Members. Board Members may submit a waiver regarding the meeting notice requirement for specified meetings. Should a Board Member attend a meeting and not object to not receiving a notice in accordance with the By-Laws cannot protest the meeting either prior to, or after the adjournment of the meeting.

A majority of Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Those Board Members not present at the meeting adjourned shall be notified regarding the adjournment. All Board Members shall be provided information regarding the time and place of the next meeting, including those present at the time of the adjournment.

Section 6: Compensation: All Board members serve in a volunteer capacity, and there shall be no compensation to any Board member for service on the Board of Directors. Board members may be reimbursed for reasonable and justifiable expenses related to Board business, subject to documentation being submitted to the Chairperson and/or the Executive Director/CEO for approval. Authorized travel expenses shall be governed by the association's current personnel and fiscal policies and procedures.

Section 7: Directors Duties:

FIDUCIARY DUTY: The highest standard of duty implied by law. A fiduciary is expected to hold agency interests ahead of his or her own.

DUTY OF CARE: The absence of negligence, care that a reasonable person would exercise in a like position under similar circumstances.

DUTY OF LOYALTY: Faithfulness to the mission, Board, office and organization. Avoid conflicts of interest.

DUTY OF OBEDIENCE: Compliance with the laws & regulations that govern the organization's actions including: Federal, state & local laws, the corporate bylaws, any contractual obligations and all Board decisions.

Section 8: Quorum. A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A quorum shall consist of 51% of the seated Board of Directors.

Section 9: Voting. Each Board Member, or their duly authorized regional representative, shall have one vote. A majority vote of those present, provided there is a quorum, shall be sufficient on any proposition presented and acted upon at a meeting with the exception of circumstances as indicated in Article v and XI.

Section 10: The Board of Directors business and its business meetings will be conducted by the Chair following general parliamentary procedures.

All meetings are open to the public in accordance with any local, state, and federal requirements.

The agenda may be changed at any meeting by a majority of the members present.

Section 11: Chairing Family Development Association Meetings. At all meetings of the Board, the President, the Vice-President or a Board Member shall preside. Should the President not be present, the Vice-President would serve in his/her place. In instances, where the President and Vice-President are not able to preside, the most senior Board Member on the Board of Directors (or the Board Member previously identified by the President) would preside.

Section 12: Attendance. Each Region and At-Large Members are expected to have representation at all Board meetings. If a Region or an At-Large position has unexcused absences at two consecutive meetings, the Board Secretary shall mail a letter informing the Region or At-Large Association that failure to attend the next meeting will result in the removal of the Member(s).

Article V Officers

Section 1: Officers, Elections and Terms. The Membership shall elect, by majority vote, a President, a Vice-President, a Secretary and a Treasurer. Officers shall be elected to hold office for two-year terms from the date of the election. Each officer shall hold office for the term for which they are elected and until a successor has been elected.

Section 2: Removal, Resignation:

Any Board member may be removed at a regular Board meeting by a 2/3 majority vote of the seated membership. Members of the Board may be removed for the following reasons, but not limited to:

- § lack of attendance;
- § gross or willful neglect of the duties of position;
- § misuse of agency funds;
- § conviction of a felony;
- § intentional lack of public support for the agency=s mission, staff or programs;
- § failure to inform the Board about issues that might impact Board decisions;
- § dereliction of duty or malfeasance;
- § violation of the provisions of the by-laws;
- § violation of the conflict of interest clause.

In the event of the death, resignation or removal of an officer, the President of the Board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full Board within the next two (2) regular meetings.

Section 3: Duties.

- 3.1 President. The President shall be the principle executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. The President, the Secretary or any other Officer of the Corporation, authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties as may be prescribed by the Board of Directors from time to time.
- 3.2 Vice-President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting shall have all the powers and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President and by the Board of Directors.

- 3.3 Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose, see that notices are clearly given in accordance with the provisions of these By-Laws or as required by law, and be custodian of the Corporate records. The Secretary shall keep as register of the post office address of each Member, and, in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him/her by the President and/or Board of Directors. In addition, the Secretary shall notify Members of the election to office or their appointment to committees and keep a record of the transactions of the Corporation and of the Executive Board. These responsibilities may be delegated to staff as appropriate.
- 3.4 Treasurer. The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Corporation. In general, the Treasurer shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. He/she shall report to the Board at all meetings, according to a format prescribed by the Board of Directors.

Article VI
Board and Membership Committees

Section 1: Appointment. The President of the Association shall appoint Committee Chairpersons, and shall appoint Board Members to serve Ex-Officio to the Standing Committees of the Association. Committee Chairpersons shall be responsible for the recruitment of Committee members, who shall be representative of the regional composition of the Association.

Section 2: Membership Committees These committees are open to all members of the association:

- 2.1 Standing Committees. The Board President shall, subject to the approval of the Board of Directors, appoint the following standing committees: Membership, Board Development, Resources and Professional Development.
- 2.2 Ad-Hoc Committees. Additional committees may be created and appointed by the Board President with the consent of the Board of Directors as needed for special purposes.

Section 3: Board Committees These committees are open to board members only:

- 3.1 Executive Committee. The Executive Committee shall consist of the Board President, Vice-President, Secretary, Treasurer, and FDANYS Representative to the NYSCAA Board of Directors. The Board President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between Board meetings. The Committee shall submit a report of its action at the next

regularly scheduled or special Board of Directors meeting. Meetings of the Executive Committee may be called by the President or by three Board Members.

- 3.2 Administrative Committee. The Administrative Committee shall be comprised of appointed Members of the Board of Directors. The Administrative Committee shall be responsible for overseeing the personnel, fiscal affairs and administrative systems of the Corporation. Regarding fiscal affairs, the Committee shall develop a budget for approval by the Board of Directors and propose policies governing the finances of the Corporation for adoption by the Board of Directors. In personnel affairs, the Committee shall develop a Personnel Policy Manual and evaluate senior staff, if the Association has staff. The Executive committee may fulfill functions of the Administrative Committee as necessary.

Article VII Audit

The accounts of the Corporation shall be audited or reviewed each year by an independent certified public accountant who is not an officer, board member, or employee of the Corporation in accordance with IRS regulations. Details of the audit will be determined by the Board of Directors.

Article VIII Construction

If there is any conflict between the provisions of the Certificate of Incorporation and By-Laws, provisions of the Certificate of Incorporation shall govern.

Article IX Amendments

By-Laws may be amended, repealed, or altered in whole or in part by the majority vote of the Association's Membership present at any regular or special meeting called for that purpose. Copies of any proposed amendments, alterations or calls for repeals must be provided to the Membership at least thirty (30) days prior to the meeting wherein such action is called for.

Article X Indemnification of Directors, Officers and Employees

Section 1: Derivative Actions. The Corporation shall indemnify its board members and officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys fees, in connection with any claim asserted against the Board Members, Officers and employees by action in court or otherwise, by reason of the fact that

such person was a Board Member, Officer of the Corporation and acting in good faith for a purpose such person reasonably believed to be in the best interest of the Corporation and not unlawful.

Section 2: Other Actions. Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 through 726 of the Not-For-Profit Corporation Law, and as permitted by such law, the Corporation may provide additional indemnification pursuant to: an agreement, action of the Board of Directors, or by provision of these By-Laws.

Section 3: Nonexclusivity. Sections 1 and 2 of this Article shall be exclusive and shall include by implication any and all rights and remedies available to the Corporation, the Board Members, Officers and employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 727 of the Not-For-Profit Corporation Law.

Article XI Dissolution

Section 1: This Corporation may be dissolved by a two-thirds vote of the Membership following a dissolution plan submitted by the Board of Directors.

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

Article XII Conflict of Interest

Section 1: Definitions. A conflict of interest exists when a matter to be acted upon by the Board confers a direct, substantial benefit to any Board Member, business or agency from which a Board Member of the Board derives an income or has authority in governance.

Section 2: Abstention. A Board Member shall abstain from voting on any matter before the Board which places him or her in a conflict of interest.

Section 3: Procedures. Prior to voting on matters in which a potential conflict of interest exists for any Board Member, the President shall inquire if any Board Member desires to abstain from voting due to a conflict of interest, at which time any Board Member for whom a conflict of interest exists, shall declare that they will abstain from voting. Prior to voting on any matter, a Board Member may be requested by any other Board Member to abstain from voting because of a conflict of interest. If the challenged Board Member refuses to abstain from voting as requested, the President shall immediately call for a vote of the Board to determine whether the challenged Board Member is in a conflict of interest and should be required to abstain from voting on the matter before the Board. If a two-thirds majority of

the Board Members present vote to require the abstention of the challenged Board Member, that Board Member shall not be permitted to vote.

Approved by Membership: May 21, 2009

Meeting of the General Membership / Albany, New York