

**CONSTITUTION AND BY-LAWS
NEW YORK STATE CONSERVATION COUNCIL, INC.**

PREAMBLE

The purpose for which this corporation was formed:

To aid in the formulation and establishment of sound policies and practices designated to conserve, protect, restore and perpetuate forests and wildlife and scenic and recreational areas with especial regard to the state of New York, to the general end that the present and succeeding generations may continue to enjoy and to use these great natural resources.

To coordinate and stimulate the efforts of individuals and organizations interested in conservation in the State of New York and to interest and educate the people of the state with respect to conservation.

To represent the sportsmen conservationists of the state with special reference to the enforcement of the Conservation Law and the administration of the Conservation Fund.

Article I

MEMBERSHIP

Section 1 Active Membership

The Active Members of the Corporation shall not exceed sixty-two in number. Each of such Active Members shall be known as "Member of the New York State Conservation Council (NYSCC) for County of _____." Each of such Active Members shall be designated in the manner hereinafter provided, one for each of the counties of this State. Active Members will be granted the privilege of the floor at Council meetings. Each Active Member may submit two resolutions each year to the Resolutions Committee. Active Members shall have a vote in the conduct of affairs of the Council and shall continue until nonpayment of annual dues for the current year by due date as established in Article 2, Section 3 of these bylaws, or until removed by a majority vote of the Board of Directors. Process for removal shall be as provided in Section 7 of this article. All Active Membership applications shall be reviewed in a manner as established by the Board of Directors.

Section 2 Associate Membership

Any Statewide organization subscribing to the purposes and goals of the NYSCC may become an Associate Member by paying annual dues as set by the Board of Directors and receiving a majority vote of the Board of Directors. Associate Members will be granted the privilege of the floor at Council meetings. Each Associate Member may submit two resolutions each year to the Resolutions Committee. Associate Members shall have a vote in the conduct of affairs of the Council. Associate Membership shall continue until nonpayment of annual dues for the current year by due date as established in Article II, Section 3 of these bylaws, or until removed by a majority vote of the Board of Directors. Process for removal shall be as provided in Section 7 of this article. All Associate Membership applications shall be reviewed in a manner as established by the Board of Directors.

Section 3 Affiliate Membership (Non-Voting)

Any organization subscribing to the purposes and goals of the NYSCC may become an Affiliate Member by paying annual dues as set by the Board of Directors and receiving a majority vote of the Board of Directors. Affiliate Members will be granted the privilege of the floor at Council meetings. Each Affiliate may submit one resolution each year to the

Resolutions Committee. Affiliate Members shall have no vote in the conduct of affairs of the Council. Affiliate Membership shall continue until nonpayment of annual dues for the current year by due date as established in Article II, Section 3 of these bylaws, or until removed by a majority vote of the Board of Directors. All Affiliate Membership applications shall be reviewed in a manner as established by the Board of Directors.

Section 4 Life Membership (Non-Voting)

Any individual, club, organization or federation paying an amount specified by the Board of Directors may become a Life Member of the NYS Conservation Council. Life Membership carries no voting privileges.

Section 5 Membership/Donor Categories

Other non-voting memberships and donor categories may be designated by a vote of the Board of Directors, as that body deems necessary and in the best interest for the operations of the NYSCC.

Section 6 Membership Review

As established in Article IX, Section 5 of these bylaws, a credentials committee shall review Active, Affiliate and Associate applications and bylaws and constitutions and any other necessary paperwork, as established by the Board of Directors, and make recommendations.

Section 7 Active, Associate and Affiliate Member Removal

Any Active, Associate or Affiliate Member shall be subject to removal by the Board of Directors for reasons other than non-payment of dues after the due process of a Board hearing. The Secretary shall send the accused a written notice to appear before the Board of Directors, the date, time and place being specified, and shall furnish to that person a written explanation detailing reason for this action. Failure to appear may be cause for expulsion. After an Executive meeting of the Board at which time written and oral remarks were evaluated, if it is determined the best interests of the Council will be served by removing the member, that member shall be so notified and voting membership shall cease. A written request to consider removal of a voting member shall be submitted by at least 10 voting members in good standing to the Council President. The letter shall detail reasons, dates and other pertinent information for this request. The Council President would then follow the process as given above.

Article II THE NEW YORK STATE CONSERVATION COUNCIL

Section 1 In each county such clubs or associations of sportsmen-conservationists as are in sympathy with the purposes of this Corporation and as shall contribute to it as hereinafter provided and which shall have been designated by the Board of Directors of this Corporation as an **Active Member**, shall from time to time designate a person to be known as Councilman to represent and act for such county in all actions and proceedings of this Corporation, and also an Alternate Councilman from each County who shall be authorized to act on behalf of such County upon the disability or absence of said Councilman. Each county shall have one vote. Councilman and Alternate to the Council shall be designated annually with payment of dues.

Section 2 Whenever a vacancy shall exist, it shall be filled by the Board of Directors. A vacancy shall be declared by the Board of Directors to exist in any **Active Member** county

whenever a Councilman for such county shall not have been duly designated, as provided in Section 1, within the period of eighteen months preceding the date of such declaration. On the recommendation of the Regional Director, appointment by the Board of Directors shall be made to a qualified sportsmen-conservationist organization of the county where a vacancy exists.

Section 3 An **Active Member** or **Associate Member** shall be entitled to vote provided it shall have paid during the current calendar year on or before March 1, an amount of money equivalent to the dues schedule established by the Board of Directors.

Section 4 It shall be the duty of the **Active Member** counties, through their Councilman, to advise the Board of Directors regarding conditions and matters affecting conservation in their counties, to assist the Corporation in collecting funds for its support from clubs and others in such counties, and to generally do everything in their power to advance the purposes of the Corporation in such counties and the state at large.

Section 5 Each **Associate Member** in sympathy with the purposes of this Corporation and as shall contribute to it as hereinafter provided, and which shall have been designated by the Board of Directors of this Corporation as an Associate Member, shall from time to time designate a person to be known as Representative to represent and act for such Associate in all actions and proceedings of this Corporation; and also an Alternate Representative from such Associate who shall be authorized to act upon the disability or absence of said Representative. Each Associate Member shall have one vote. Associate Representative and Alternate shall be designated annually with payment of dues.

Section 6 Each **Affiliate Member** in sympathy with the purposes of this Corporation and as shall contribute to it as hereinafter provided, and which shall have been designated by the Board of Directors of this Corporation as an Affiliate Member, shall from time to time designate a person to be known as Representative to represent and act for such Affiliate in all actions and proceedings of this Corporation; and also an Alternate Representative from such Affiliate who shall be authorized to act upon the disability or absence of said Representative. Affiliate Members shall have no vote. Affiliate Representative and Alternate shall be designated annually with payment of dues.

Article III **MEETINGS OF MEMBERS, NOTICES, VOTING**

Section 1 An annual meeting or convention of Members shall be held each year on or before November 15 in New York State. Other statewide meetings may be called at the discretion of the President and/or Board of Directors.

Section 2 Not LESS THAN TEN DAYS NOTICE of Members' meeting shall be given in the manner fixed by the Board of Directors.

Section 3 Special meetings of the Conservation Council may be called by the President and shall be called by the President when requested by the majority of the Board of Directors or by any ten of the voting members of the Council. Purpose of the meeting shall be specified in writing.

Section 4 A quorum of the Conservation Council shall consist of a majority of the voting members in good standing, such members at the time to be present in person. All decisions shall be by majority vote. The word "present" shall mean in person or by signed proxy at the time of the official roll call of the meeting, or as passed subsequently during the meeting. Proxies can only be carried by qualified voting representatives. No one qualified voting representative may have more than two proxies. The use of proxies is not permitted for committee meetings.

Article IV OFFICERS, OFFICIAL DESIGNEES, BOARD OF DIRECTORS

Section 1 Officers

It shall be the duty of the NYSCC at its annual meeting to elect Officers with provisions and restrictions as noted below:

- A. President, elected annually.
- B. First Vice President, elected annually.
- C. Second Vice President, elected annually.
- D. Legislative Vice President, elected annually.
- E. Secretary, elected annually.
- F. Treasurer, elected annually; shall serve concurrently with the fiscal year of the Corporation.

Section 2 National Official Designee

- A. National Official Designee(s) shall be appointed annually by the Board of Directors.
- B. Alternate National Designee(s) shall be appointed annually by the Board of Directors.

Section 3 Directors

It shall be the duty of the NYSCC, at its Annual Meeting, to elect Directors for the terms of office with the provisions and restrictions as noted below.

1. Nine Regional Directors and Alternate Regional Directors, representing each of the nine regions of the State as established by the Department of Environmental Conservation, shall be elected by the Active Members of each Region. Nominees for Regional Director and Alternate may only be considered for election when recommended by an Active Member from within the applicable Region. Regional elections shall be conducted and the results recorded with the Council Secretary at least fifteen days prior to the Annual Meeting. In the event a Region fails to elect a Regional Director or Alternate when a vacancy exists, then the vacancy shall be filled through the other procedure for filling a vacancy as provided in these by-laws, except that nominations from the floor for Regional Director or Alternate may be received only from Active Members of the applicable Regions.

Notwithstanding Article VI, Section 4 of these by-laws (filling vacancies), the Secretary shall notify the Active Members of a Region whenever a vacancy exists in that Region, and such vacancy shall be filled within thirty days.

An Alternate Regional Director shall act as the Regional Director at Board of Directors meetings only in the absence of the Regional Director and shall be required to attend all Board of Directors Meetings.

2. Directors at Large, three to be elected. Fourth seat shall be occupied by the immediate Past President. The immediate Past President shall fill that post until end of term of office of the current President. If, for some reason, immediate Past President cannot or will not serve, the seat will remain vacant.

3. All Directors (except immediate Past President) will be elected for three-year terms, able to succeed themselves only once. They shall be elected on a staggered basis, the formula for which was established and initiated at the September 1976 Annual Meeting of the Council. (Formula: Regions 2-7-9, 3-5-8, 1-4-6)

Section 4 All Directors, when they have completed the maximum number of consecutive terms of office, are required to wait at least one year before being eligible to again run for the same office previously held. Terms of office for Regional Director and Director at Large are the same.

Section 5 To be eligible for election or re-election as an Officer or an Official National Designee, the candidate must meet one of the following qualifications:

- A. Be an Active Member of the Corporation as defined in Article I, Section 1.
- B. Be an Alternate to an Active Member.
- C. Be a former or present Officer or Director of the Corporation.
- D. Notwithstanding subsection A-B-C of this Section 5, a person appointed to such office by the Board shall be empowered to all the privileges of such office.
- E. Be an Associate Representative or an Alternate to an Associate Representative.

Section 6 No person shall hold more than one elected office in the Corporation.

Section 7 All Officers and Directors at Large shall be subject to removal by the Board of Directors after the due process of a Board hearing at written request of 10 voting members in good standing. The Secretary shall send the accused a written notice to appear before the Board of Directors; the date, time and place being specified, and shall furnish to that person a copy of the charges. Failure to appear may be cause for expulsion. If, after an Executive meeting of the Board, at which time written and oral charges were evaluated, it is determined the best interests of the Council will be served by removing the accused from office, the person shall be so notified and the office will be declared vacant. All Regional and Alternate Directors shall be subject to removal at the majority request of the Regional Active members which that Director represents. A written request by the majority of Active Members of a Region shall be submitted to the Council President detailing charges against the accused, time and date of the hearing, and stating if the accused was presented with a copy of the charges and if the accused was present at the hearing. If all of the above was complied with, the Council President shall declare the office vacant and the vacancy shall be filled by complying with provisions of the Council by-laws.

Section 8 Contractual, permanent, part-time and temporary employees of the Corporation are ineligible to hold national, state, regional or local elected or designated offices within the Council.

Article V

NOMINATING COMMITTEE

Section 1 The Council shall elect from its numbers a Nominating Committee of three, one member elected each year for a term of three years. The membership of the Nominating Committee shall be one from Regions 1, 2, and 3; one from Regions 4, 5, and 6; and one from Regions 7, 8, and 9. If a member of the Nominating Committee becomes ineligible for any reason during this three-year term, a replacement will be appointed by the Board of Directors; successor to serve until the following Annual election.

Section 2 Each year the person with the fewest number of years left to serve on the Committee will serve as chair of the Committee for one year.

Article VI

BOARD OF DIRECTORS (EXECUTIVE BOARD)

Section 1 The general management and the control of the affairs and property of the Corporation shall be vested in the Board of Directors, also known as Executive Board, and be comprised of the President, Vice Presidents, Secretary, Treasurer and Directors.

Section 2 The President, Vice Presidents, Secretary, and Treasurer will make up the Executive Committee.

Section 3 The term of office of members of the Board of Directors shall be as noted in Article IV.

Section 4 Vacancies on the Board of Directors, except Regional Directors, shall be filled by a majority vote of those members present at a Board of Directors meeting.

Section 5 The Board of Directors shall hold at least two meetings in each year at such times and in New York State as shall be determined by it. The Board of Directors shall submit to the Corporation, at its Annual Meeting, a report of all its official actions during the current year.

Section 6 Special meetings of the Board of Directors may be called by the President or Secretary (with prior approval of the President) and shall be called on the written request of three members of the Board. All meetings shall be called upon at least ten days notice by mail or five days by telephone.

Section 7 At any meeting, a majority of members of the Board shall be necessary to constitute a quorum, and the Board of Directors shall act by a majority of those present at any meeting at which a quorum is present. In the absence of a quorum the meeting may be adjourned from time to time without notice, other than by announcement at the meeting. Proxies shall not be permitted at meetings of the Board of Directors

Section 8 The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice Presidents, in order, shall preside.

Section 9 Any member of the Board of Directors who shall be absent from two consecutive meetings of the Board, unless permission shall have been obtained from the

President, or unless a satisfactory excuse is presented for absence to the Board, shall cease to be a member of the Board.

Article VII DUTIES AND RESPONSIBILITIES OF OFFICERS AND DIRECTORS

Section 1 The President shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall have general charge of its affairs.

The President shall keep the Board of Directors informed and freely consult with them in regard to the affairs of the Corporation and make due reports to them and the Council. Subject to the Board of Directors, the President shall have such other powers and duties as are incident to this office and not inconsistent with these by-laws or as may at any time be assigned to that office by the Board of Directors.

Section 2 The Vice Presidents shall familiarize themselves with the affairs of the Corporation, and in the event of the disability or absence of the President from any place in which the business at hand is to be done, the First Vice President shall have all the powers and perform all the duties of the President. The First Vice President shall have such other powers and duties as may at any time be assigned by the Board of Directors. The First Vice President shall act as the chair of the credentials committee.

The Second Vice President shall progress and be responsible accordingly. The Second Vice President shall assist the President with oversight of committee operations; and in the event of a gathering of committee meetings will oversee that meeting.

The Legislative Vice President shall preside at all meetings of the Council dealing with legislative matters and shall keep the membership informed about current legislation. The Legislative Vice President is responsible for representing the Council on legislative issues.

Section 3 The Secretary shall record the minutes of all meetings of the Council and the Board of Directors and shall have charge of the seal and all other books and papers pertaining to that office and shall be responsible for the giving of all notices and for making all statements and reports required of the Corporation or of the Secretary by law.

The Secretary shall affix the Corporate seal, attested by signature, to all instruments duly authorized and requiring the same. The Secretary shall perform such other duties as are incident to that office and shall have such other powers and duties as may at any time be assigned to that office by the Board of Directors.

Section 4 The Treasurer, subject to the control of the Board of Directors and together with the President, shall have general supervision of the finances of the Corporation. The Treasurer shall have the care and responsibility for all money, securities, and evidence of value of the Corporation unless other provisions shall be made in particular cases by the Board of Directors. The Treasurer shall cause full and accurate books to be kept showing the transactions of the Corporation, its accounts, assets, liabilities, and financial conditions which shall at all times be open to inspection by any member of the Corporation. The Treasurer shall make due reports to the Board of Directors and the Council and such statements and reports as are required by law. Subject to the Board of Directors, the Treasurer shall have such other powers and duties as are incident to this office and not inconsistent with these by-laws or as may at any time be assigned by the Board of Directors. The elected Treasurer shall serve concurrently with the fiscal year of the Corporation.

Section 5

1. All Officers and Directors should uphold the constitution, by-laws and beliefs of the Council.
2. Before anyone accepts a nomination for Officer or Director, the person should fully review his or her position within the County and Region and the requirements of serving in any particular capacity, whether county, regional or state.
3. Regional Directors' and Alternates' obligations are to bring before the Board or Council the recommendations and requests of the Federations within the Region of representation and strongly support these ideas, fully realizing at the same time that they will be mandated to carry out the direction of the Board or full Council. Regional meetings shall be scheduled as necessary by the Director to insure proper representation of the Council Membership.
4. Officers and Directors have a moral obligation to abide by any position or policy established by the Board or Council regardless of the individual's personal opinion.
5. Officers and Directors should actively involve themselves in an individual club within the Region as well as in their own County Federation.
6. When Officers or Directors make public statements that are not Council positions or policies, the speaker should clearly state that he/she is not speaking as a representative of the Council. Furthermore, if the subject matter is related, the Officer or Director will state Council policy or position verbatim. In addition, if the person is speaking on behalf of another organization he/she should clearly identify that organization so as not to give the impression that the statements are made by a Council representative.
7. By virtue of affiliation as an Officer or Director of the NYSCC these people are a prototype of a true sportsman; therefore, their actions should exemplify true sportsman-like conduct.
8. If because of a personal commitment, an individual cannot support and enhance the positions and policies of the Council, then that person should resign for the good of all concerned.
9. Every Regional Director and Alternate should do everything in his or her power to attend Federation meetings periodically within the Region of representation and communicate with all clubs in the Region.
10. Directors should endeavor to carry out routine Council business on the local level, such as seeking qualified individuals for committee appointment recommendations, seeing that county registration forms are correctly and promptly submitted and making individuals aware of Council services.
11. Any individual seeking election or re-election to an office must be familiar with the requirement for attendance at meetings, realizing that attendance is assumed to be for the duration of the meeting.
12. At all times discretion of the greatest degree must be exerted in outside discussion of inner-Board matters prior to arriving at a decision. In addition, the greatest integrity shall be expressed in requesting allowable expenses.
13. A procedure may be initiated, modified, or removed in the established NYSCC Procedures by specific action of the Board of Directors or General Meeting with at least a 30 day notice of said proposed motion.
14. a) Under new business, any Board member may request a review of either an existing Position or existing Policy. After review and discussion, if at least $\frac{3}{4}$ of the Board agrees that the EXISTING policy or position should be amended, a proposed amendment shall

be drafted. The membership shall be informed of the details of the proposed amendment change through the *Grass Roots* newsletter as well as through the NYSCC website. Whenever this occurs at least 30 days in advance of the general meeting, the vote will take place at the next meeting. If more than 90 days will elapse between notification and the scheduled general meeting, the board may elect to conduct a vote by mail-in ballot, rather than wait until the general meeting .

b) NEW POSITIONS usually occur through the resolutions process. Any resolution that is approved by majority vote shall then become an NYSCC Position. If a proposed resolution is requested to be policy and is carried by at least $\frac{3}{4}$ vote, it shall become an NYSCC Policy.

c) The Board can also propose a NEW POSITION by using the normal resolutions process. However, on rare occasions, if $\frac{3}{4}$ of the Board of Directors believes it to be urgent to decide on a proposed NEW POSITION immediately, then the Proposal will be placed in the *Grass Roots News* and on the website; and after a period of at least 30 days, a mail-in ballot may be used.

Article VIII

SUNDRY PROVISIONS

Section 1 All funds and monies of the Corporation shall be banked, handled, and disbursed; and all bills, notes, checks and like obligations and endorsements for deposit or collection shall be signed by such officers and other persons as the Board of Directors may require. All monies, funds, bills, notes, checks, and other negotiable instruments coming to the Corporation shall be collected and promptly deposited in the name of the Corporation in such depositories as the Board of Directors shall select.

Section 2 The fiscal year of the Corporation shall be from Jan. 1 to Dec. 31.

Section 3 No officer or member of the Board of Directors shall receive any salary or other compensation for services.

Section 4 Any Officer, Director, Committee Chairman or Committee Member may be reimbursed for actual out-of-pocket expenses incurred solely for the benefit of the Council. An Alternate Regional Director shall be reimbursed for attendance at Board Meetings and when acting in the absence of the Director. All reimbursement shall not exceed an amount pre-determined by the Board of Directors and must have prior approval of one or more of the following: The President, his official designee, or the Board of Directors. An itemized report shall be furnished by the Treasurer semi-annually to the Board of Directors.

Section 5 The Board of Directors shall annually establish the reimbursement rate for expenses, based on available funds.

Section 6 No expenses shall be paid to an Officer or Director for attendance at a full Council meeting when said Officer or Director acts as a Voting Member for an Active or Associate Member during such a meeting. In the event a Board meeting is held in conjunction with a full Council meeting, only such expenses as are required in conjunction with the Board meeting will be reimbursed.

Section 7 These by-laws may be amended by the Council by a majority vote of the Voting Members present, provided notice of the proposed amendment(s) shall have been sent to each member of the Council not less than thirty days before the meeting. The Board of Directors may not amend or repeal any by-law or amendment thereof hereafter made by the Council.

Section 8 The Corporation shall indemnify and hold harmless all Officers, Official Designees, and Directors made or threatened to be made a party to an action or proceeding (other than one by or in the right of the Corporation to procure a judgment in its favor), whether civil or criminal, when such Officer, Official Designee and/or Director served in any capacity at the request of the Corporation, by reason of the fact that said person was an Officer, Official Designee and/or Director of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred, as a result of such action or proceedings or any appeal therein, if such Officer, Official Designee and/or Director acted in good faith for a purpose which they reasonably believed to be in the best interests of the Corporation and, in criminal actions or proceedings in addition, had no reasonable cause to believe that their conduct was unlawful.

This section shall be liberally construed and shall not be limited to that provided by the New York Business Corporation Law.

Section 9 Said Corporation, **THE NEW YORK STATE CONSERVATION COUNCIL, INC.**, is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 10 No part of the net earnings of the New York State Conservation Council, Inc. shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 9 hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or intervening in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 11 Upon the dissolution of the New York State Conservation Council, Inc., assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or such organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

Article IX

COMMITTEES

Section 1 Standing and special committees shall be appointed by the President with the advice of the Vice Presidents. All potential committee appointees should be vetted through the respective Regional Director.

The standing committees with representatives from each region and up to four (4) representatives from Associate Members shall be: Fish, Big Game (deer and bear), Upland Game, Waterfowl, Firearms & Ammunition, Forest Preserve & Public Lands, Conservation Education, Environment, Archery & Bowhunting, Hunter Education, Habitat/Access, and Law Enforcement.

Section 2 The President, with the advice of the Vice Presidents, shall appoint such other committees as deemed necessary with appropriate members and regional representatives where advisable.

Section 3 The Resolutions Committee, concurrently with the Legislative Committee, shall review and recommend action on all resolutions submitted by Active Members, Associate Members and Affiliate Members for consideration of the Council at each Annual Meeting.

Section 4 Committee nominations will be accepted annually and rosters will remain active until January 1 of each year.

Section 5 The President, with the advice of the Vice Presidents, shall appoint a Credentials Committee consisting of three members, one from Regions 1-2-3, 4-5-6, 7-8-9, and the Council First Vice President who shall be the chairman of this committee. This committee shall review Affiliate and Associate constitutions and by-laws, to insure that they fulfill the requirements of the New York State Conservation Council; review vacancies in Council structures (Counties); review proxies at any formal or special meeting to insure they meet Council guidelines. Vacancies at any meeting shall be filled from that Region by the Council President for that meeting.

Article X

PROCEDURES, POLICIES AND BYLAWS

Section 1 In support of the Mission of the NYSCC, adherence to the bylaws, and the support of Council business there shall be established sets of NYSCC Procedures, NYSCC Policies, and NYSCC Positions.

Article XI

PARLIAMENTARY AUTHORITY

Section 1 In all matters not covered by these by-laws, Roberts Rules of Order shall prevail.

These by-laws with amendments were adopted at the Annual Meeting held September 14-17, 1995 at Cortland, New York with the following changes made after that date:

Article I Section 2	amended March 3, 1996
Article II Section 4	amended September 24, 1998
Article IV Section 1 & 4	amended September 15, 2000
Article IX Section 1	amended September 15, 2000
Article I Section 2-9	amended April 29, 2001
Article VIII Section 7	amended September 15, 2012
Article III Section 4	amended September 15, 2012
Article VII Section 5 #3	amended September 15, 2012
Article VII Section 5 #13	amended September 15, 2012
Article VII Section 5 #14, a), b), c)	amended September 15, 2012
Article IX Section 1	amended September 15, 2012
Article X	new September 15, 2012
Article XI	renumbered September 15, 2012

(Certificate of Incorporation, 1933; Certificate of Change, 1936)