

NEW YORK STATE COALITION AGAINST SEXUAL ASSAULT, INC.

28 Essex St.

ALBANY, NEW YORK 12206

BYLAWS

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These by-laws created and incorporated in 1989.
Revisions: June 2002; June 2006; July 2010; June 2014.

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Article I: Name

The name of the organization shall be the “New York State Coalition Against Sexual Assault, Inc.,” hereinafter referred to as the “Coalition.” The New York State Coalition Against Sexual Assault is a non-profit organization incorporated in the state of New York. The location of the principal corporate office is 28 Essex St., Albany, NY 12206.

Article II: Purpose

The coalition is formed for the following purposes relating to the promotion of social welfare:

- To provide statewide leadership with respect to the provision of local services to sexual assault survivors, primary prevention of sexual violence, and public policy for sexual assault.
- To promote the availability of local services that are readily accessible to sexual assault survivors.
- To provide a communication system within the rape crisis/sexual assault movement in New York State.
- To develop a public policy for sexual assault in New York State and to advocate for public policies at the state, and national level.
- To increase public awareness through education and prevention programs.
- To create sensitivity to survivors’ needs in the general public, and with legal, medical, mental health, and law enforcement officials.
- To provide a forum for discussion about sexual assault among Rape Crisis Programs, sexual assault survivors and their families and significant others, and other interested organizations and individuals within the state.

Article III: Board of Directors

Section 1: General Management

The general management of the affairs of this Corporation 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 with the advice of its various committees. It shall have 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.

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Section 2: Number

The Board of Directors shall consist of not less than six (6) and no more than twenty (20) members, the number of Directors to be determined from time to time by resolution of the entire Board of Directors provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in this Article, the term “the entire Board of Directors” shall mean the total number of Directors entitled to vote that the Corporation would have if there were no vacancies.

Section 3: Selection, Election, and Term

3.1 Qualifications

Each Director must be at least eighteen (18) years of age. Each Director must be or become a Member of the New York State Coalition Against Sexual Assault. No Director may also serve as a paid staff member of the Coalition, nor shall a paid staff member serve as a Director.

3.2 Selection Procedure

Nominees to the Board of Directors shall be identified by the Nominating Committee. The existing Board of Directors shall vote to determine the final slate of Nominees to be presented to the Membership for a Vote. The Board of Directors shall endeavor to fulfill representation with the following considerations (these are target objectives, not mandated):

- Nine regional members, with one member from each of nine regions.
 - Regions are determined by geography, as per Schedule A attached hereto and made a part hereof. The Board of Directors may adjust this regional determination by a vote of the Board.
- Eleven members-at-large.
- At least two of these members must represent rape crisis centers.
- Staggered terms must be held in consideration, to promote successive leadership.
- The Executive Director of the Coalition shall hold an ex-officio, non-voting position of the Board.

3.3 Vote

The members of the Board of Directors shall be elected at the Annual Meeting. The slate of Nominees proposed by the Board of Directors shall be sent to the Regular Membership 30 days before the Annual Meeting. The Membership then exercises its vote up to and including at the Annual Meeting.

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3.4 Terms of Office

Directors serve three (3) year terms. Directors serve a maximum of two (2) terms consecutively. The terms of office for all Directors shall begin on July 1 of the year in which they were elected. The terms of office conclude on June 30 of the year in which their three (3) year term ends. Any Director who has served two consecutive terms may be renominated after a one (1) year separation from the Board of Directors.

Section 4: Vacancies

4.1 Definition

- a) Any un-filled position of the twenty (20) Board of Director positions.
- b) Any position that arises upon the resignation, removal, or death of a Director.

4.2 Fulfillment of Vacancies

The Board of Directors may fill vacancies between Annual Meetings to ensure a quorum, diversity, regional representation, or any other reason agreed upon by a vote of the Board of Directors. The Board of Directors may identify and appoint, by a vote of the Board of Directors, a Director. The term of office exists only until the Membership votes at the next Annual Meeting. The appointment of a Director in this manner shall not constitute a full term of office, and the terms of office as defined in Section 3.4 of this Article shall apply, beginning at the initiation of a new term (assuming the Director is successfully voted to the Board of Directors by the Members).

Section 5: Resignation

A Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Board of Directors. Unless otherwise specified, the resignation shall be effective upon receipt thereof by any of the afore-mentioned Directors.

Section 6: Removal

Board members may be removed, upon a vote by two-thirds (2/3) of the Board of Directors at any meeting, providing that there is a quorum present. The removal may be with or without cause, and may include for causes such as: unexcused failure to fulfill the responsibilities, qualifications, and/or duties of a Director, or for any malfeasance, misfeasance, or nonfeasance determined by the Board to interfere with the functioning of the organization. An Officer of the Board must inform the Director that their removal is pending a vote of the Board, the date, time, and place of the meeting that the vote is to take place, and that they have the right to be heard at that meeting. The Director must be afforded a reasonable opportunity to present an argument against the removal.

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Section 7: Meetings of the Directors

7.1 Regular Meetings

The Board of Directors shall meet a minimum of six (6) times per year. Notice for meetings called shall be by letter, fax, e-mail, or in person and shall be given not less than one week in advance of meetings.

7.2 Special Meetings

Any Officer of the Board or three (3) Directors may call a Special Meeting, for reasonably-defined emergency purposes. Notice of such Special Meetings must be given personally, by telephone, by email, by fax, or other “immediate” means. Notice must include information relative to the purpose, date, time, place, and method of convening the meeting. Notice must be provided to all Directors, and within reasonable timing of the date and time of the meeting. For the purposes of this Section, “reasonable” is determined by vote of a quorum of the Board. This may occur at a later date (at the next Regular Meeting), and if any part of the determinations of “reasonable” are not affirmed as “reasonable,” any decisions made at the Special Meeting must be overruled and appropriate action taken to correct or modify the effects of those decisions.

Section 8: Quorum

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. One-third (1/3) of the Directors shall constitute a quorum. If the Board has six members or fewer, at least one-half (1/2) of the Directors shall constitute a quorum.

Section 9: Organization

9.1 Chairperson

At all meetings of the Board of Directors, the President, or, in her/his absence, the Vice-President or, in her/his absence, another Director chosen by the Board shall preside.

9.2 Secretary

At all meetings of the Board of Directors, the Secretary, or, in her/his absence, another Director chosen by the Board shall act as secretary of the meeting.

Section 10: Action

10.1 Definition

Except as otherwise provided by law or in these By-Laws, an “Action”, or “Act”, of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is

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present. The purchase sale, mortgage, or lease of real property shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present, and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

10.2 Written Consent

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

10.3 Electronic Communication

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

10.4 Voting

Each Director shall have one vote.

Section 11: Ex-Officio Membership

Ex-Officio membership on the Board of Directors may be granted by majority vote of the Board to former members of the Board of Directors who continue to serve the organization actively. Ex-Officio members are non-voting members of the Board but have all other privileges due a member of the Board of Directors.

Section 12: Advisory Board

An Advisory Board may be created by majority vote of the Board of Directors. The Advisory Board shall consist of a number of persons whose representation would be an honor and distinction to the Coalition. The Advisory Board is a non-voting Board and shall have such duties and responsibilities as the Board specifies.

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Article IV: Officers of the Board

Section 1: Titles

The officers shall be President, Vice President, Secretary, and Treasurer.

Section 2: Duties

2.1 President

The President shall be the Chief Executive Officer of the Coalition and shall in general supervise and control all of the business and affairs of the Corporation. She/he shall preside at all meetings of the Coalition (Member meetings) and Board of Directors; and shall be a member ex-officio of all committees. The President 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 agency of the Corporation. The President shall, with the approval of the Board of Directors, appoint all chairpersons and committees not otherwise provided for. The President shall perform all other duties usually pertaining to the office.

2.2 Vice President

In the absence of the President, or in the event of her/his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall provide oversight regarding the Advisory Board and shall act as the liaison to any Ex-Officio Directors. The Vice President shall perform such other duties as from time to time may be assigned to her/him by the President and/or the Board of Directors.

2.3 Secretary

The Secretary shall keep the minutes of the Board of Directors' meetings, the Executive Committee meetings, and the meetings of the Members. She/he shall maintain accurate recordings of all resolutions and deliberations of the Board. The Secretary shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall insure that all official records of the coalition are kept and passed on to her/his successor as necessary. The Secretary shall notify Directors of their election to office or their appointment to committees. The Secretary shall perform such other duties as from time to time may be assigned to her/him by the President and/or the Board of Directors.

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2.4 Treasurer

The Treasurer shall have fiscal oversight responsibility for the Coalition, and shall provide leadership to the Board in the areas of financial planning and fund-raising. The Treasurer shall ensure that full and accurate accounts are kept, that all taxes are paid as scheduled, and that payments are made in accordance with the budget, which has been approved by the Board of Directors. The Treasurer shall ensure that regular financial statements and reports are made to the Coalition membership and to the Board of Directors. The Treasurer shall perform such other duties as from time to time may be assigned to her/him by the President and/or the Board of Directors.

2.5 Executive Director

The Board of Directors shall employ an Executive Director (Chief Administrative Officer) who shall have general charge, subject to the overall control and direction of the Board, oversight and direction of the affairs and business of the Coalition, and sole responsibility for the employment and discharge of staff. The Executive Director shall be the principal administrative officer of the Coalition, charged with the duties of effectuating the purposes of the Coalition, carrying out the directives of the Board of Directors and the Membership in performing any and all functions necessary and proper to ensure that the policies, objectives, and aims of the Coalition are carried out.

Section 3: Selection of Officers, Elections, Terms, Removal

3.1 Nominations

The President, or Vice President, in the absence of the President, shall solicit nominations, either by self or of others, to fulfill open Officer positions of the Board of Directors, being mindful of succession/overlap issues.

3.2 Election

The Board of Directors shall elect Officers of the Board by a majority vote, providing a sufficient quorum is present. Officers shall be elected by the majority vote of the Board of Directors, at the meeting of the Board of Directors held on the same day as the Annual Meeting, with provision made for balloting by proxy and/or absentee ballot.

3.3 Terms

Officers serve two-year terms and shall serve no more than two terms in any one office.

3.4 Removal

Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be removed by the Board. This shall take place as per the same procedures set forth in Article III, Section 6, Removal.

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Section 4: Vacancies

Vacancies shall be filled by an appointment by the President of the Board, followed by a majority vote of the Directors at the next meeting of the Board. An officer so elected shall fill out the remainder of the term of her/his predecessor, at which point a nomination and election process shall take place. This time period also shall be subject to the same procedural rules as set forth in Article III, Section 4.2.

Article V: Indemnification of Directors and Officers, and Employees

Section 1: Authorized Indemnification

Unless clearly prohibited by law or these By-Laws, the Coalition shall indemnify any person made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including any action by the Coalition, by reason of the fact that she/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Coalition, or (b) is serving or served, in any capacity, at the request of the Coalition, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan, or other enterprise otherwise enjoined to the Coalition. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Coalition shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2: Prohibited Indemnification

The Coalition shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that she/he personally garnered any financial profit or other advantage to which she/he was not legally entitled.

Section 3: Advancement of Expenses

The Coalition shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Coalition, pay or reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Coalition, with interest, for any amount advanced for which it is ultimately determined that she/he is

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not entitled to be indemnified under the law or these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Coalition that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4: Indemnification of Others

Unless clearly prohibited by law or these By-Laws, the Board of Directors may approve indemnification by the Coalition, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Coalition or who is or was a volunteer for the Coalition, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with services at the request of the Coalition in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5: Determination of Indemnification

Indemnification mandated by an order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors must find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such action concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6: Binding Effect

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification, which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7: Insurance

The Coalition is required to purchase Directors and Officers liability insurance. To the extent permitted by law, such insurance shall insure the Coalition for any obligation it incurs as a result of this Article and it may directly insure the Directors, Officers,

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employees, or volunteers of the Coalition for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled to be indemnified.

Section 8: Nonexclusive Rights

The provisions of this Article shall not exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Coalition with any Director, Officer, employee, or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of this Article.

Article VI: Fiscal Policies

Section 1: Fiscal Year

The fiscal year shall run from January 1 through December 31.

Section 2: Dissolution

In the event of dissolution of the New York State Coalition Against Sexual Assault, Inc., its assets shall be disposed of in accordance with the laws of the State of New York.

Section 3: Corporate Seal

The Board of Directors shall have the authority to establish a corporate seal.

Section 4: Accounts and Audits

The books and accounts of the Coalition shall be kept in accordance with sound accounting practices and the provisions of applicable state and federal law. The Coalition's books are subject to an annual independent audit.

Article VII: Membership

Section 1: Qualifications

There shall be two classes of members of the corporation: Regular Members and Special Members. Only Regular Members shall be considered "members" for purposes of the New York Not-for-Profit Corporation Law ("NPCL").

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Section 2: Regular Members

Regular Members shall include: (a) those individuals who serve as voting members of the Board of Directors of the New York State Coalition Against Sexual Assault (NYSCASA) and/or (b) Rape Crisis Centers/Rape Crisis Programs in New York State that have paid the annual Rape Crisis Program dues by the Annual Meeting, as established by a vote of the Board of Directors. Regular Members shall be voting members. A corporation described in clause (b) of the foregoing sentence shall not be entitled to more than one (1) vote as a Regular Member. The Executive Director or his/her designee shall be entitled to vote on behalf of the member corporation.

Section 3: Special Members

Special Members shall include all individuals or organizations who: (1) pay annual dues in an amount established by a vote of the Board of Directors by the Annual Meeting; (2) support the purposes and activities of the corporation; and (3) do not qualify as Regular Members. Special Members shall be non-voting members.

Section 4: Acknowledgement

Upon qualification as a Regular Member or receipt of the specified dues in the case of a Special Member, NYSCASA shall send the member a membership card or otherwise acknowledge by membership letter.

Section 5: Denial, Termination and Appeals of Membership

If any Member engages in activities which are detrimental to the interests of the Corporation or fails to pay annual dues in the amount approved by the Board of Directors, the membership of such member shall be forwarded to the Executive Director for review and determination. Any proposed denial or termination of membership to an individual or organization member shall be terminated by the Executive Director.

Any person or organization may appeal a denial or termination of membership in writing to the Executive Director. Sexual Assault member centers may appeal in writing to the Executive Director if necessary. Determination of appeal shall be decided by the Executive Director.

Section 6: Purpose of Annual Meeting of the Regular Members

The Board of Directors and/or its assigns shall endeavor to convene an Annual Meeting of the Regular Members of the Coalition each calendar year. This Annual Meeting shall include purposes of electing Directors by the Regular Members of the Coalition and voting on changes to the By-Laws governing the Board of Directors. The Coalition will provide an Annual Report to the Members at this Meeting.

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Section 7: Notice

Notice for this Annual Meeting must be provided to all Regular Members at least 30 days (but not more than 60 days) prior to the date of the Meeting. It shall state the place, date and time and the purpose(s) of the meeting. It shall be faxed, e-mailed or mailed to the Regular members as per the address given by the member.

Section 8: Organization

8.1 Chairperson

At all meetings of the Members, the President, or in her/his absence, the Vice-President, or in her/his absence, another Director chosen by the Board shall preside.

8.2 Secretary

At all meetings of the Members, the Secretary, or in her/his absence, another Director chosen by the Board shall act as secretary.

Section 9: Voting

9.1 Qualification of Voters

All Regular Members are entitled to one vote upon each proposition presented at the Annual Meeting of the Members.

9.2 Procedure

9.2.1 Time Parameters

Each member shall have 30 days to register their vote, with the final date being published within the voting document.

9.2.2 Quorum

Ten percent of the Regular membership of the Coalition shall constitute a quorum, for all voting purposes. This shall include proxy voting procedures.

Corporate action at the Annual Meeting of the Members shall be by a simple majority of the membership present and voting. Proxy voting will be allowed in accordance with Coalition policies and procedures.

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9.3 Proxies

9.3.1 Authorization

Every Member entitled to vote at the Annual Meeting of the Members, or to express content or dissent without a meeting, may authorize another person to act for such Member by proxy.

9.3.2 Validation

The Member or the Proxy shall sign and date that she/he is exercising the vote by proxy.

Section 10: Inspectors of Election

The Secretary shall act as the Inspector of the Elections, and in the Secretary's absence, another Director chosen by the Board shall act as the Inspector.

Section 11: List of Members at the Annual Meeting of the Membership

A list or record of Members entitled to vote, certified by the Secretary or another Director as approved by the Board, shall be produced at the Annual Meeting of the Membership. Only Regular members who are in good standing by paying the annual membership dues shall be eligible to vote at the annual meeting.

Article VIII: Parliamentary Authority

When matters of procedures are not specifically covered by the bylaws, policies and procedures, or by specific rules adopted by the Coalition, the most current edition of Robert's Rules of Order shall be the parliamentary authority.

Article IX: Amendments

These bylaws may be amended by a majority vote of the eligible members present and voting at any meeting of the membership of the Coalition, provided that a quorum of the Regular Members is present and the proposed amendment has been provided to each voting member at least thirty (30) days prior to the date of the meeting. Proxy voting will be allowed in accordance with Coalition policies and procedures.

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Article X: Committees

Section 1: Committees of the Board

Executive
Finance
Nominating
Public Policy

2.1 Executive Committee

The Officers of the Board shall be the Executive Committee. The Executive Committee shall exercise such power and authority as may be delegated to it by the Board and shall report to the Board on all actions taken by it between regular meetings of the Board. The Executive Committee may act on behalf of the Board of Directors. The Executive Director of the Coalition shall be an ex-officio member of the Executive Committee.

2.2 Finance Committee

A finance committee shall be appointed by the President of the board of directors; it shall provide support to the Treasurer in the performance of the Treasurer's appointed duties. The finance committee shall be responsible for the annual audit.

2.3 Nominating Committee

There shall be a nominating committee, composed of not less than three nor more than five persons. The committee members shall be elected at the annual meeting of the board of directors from a slate prepared by the prior year's nominating committee. Vacancies in the committee shall be filled by the President of the board with the consent of the Executive Committee. The nominating committee shall prepare the slates of nominees for the board of directors, the officers, and the nominating committee. The slates shall be sent to the board and to the Regular members at least 30 days prior to the Annual Meeting.

Section 2: Chairpersons of standing committees

Chairpersons shall be appointed by the Board of Directors from within the Board of Directors.

Section 3: Committees of the Corporation (ad hoc committees)

Ad hoc committees may be created, and members appointed, as necessary.

Section 4: Committee membership

With the exception of the Executive Committee, committee membership is open to all NYSCASA members.

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Article XI: Duty of Loyalty and Conflicts of Interest

Section 1: Duty of Loyalty

No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging, or competes with the Coalition. No Officer or Director shall take any action, or establish any interest, that compromises her/his ability to represent the Coalition's best interest.

Section 2: Conflict of Interest Definition

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

Section 3: Abstention

A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places her or him in a conflict of interest.

Section 4: Disclosure

A Director shall disclose the conflict or potential conflict as soon as she/he recognizes the conflict. If self-disclosure is not revealed, the Board President or any Director can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other Director states the opinion that such a conflict exists and the challenged Director refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

Section 5: Limitations

The Coalition is dedicated to assuring service provision to all individuals, including Directors. Participation as a Director does not preclude any Director from the receipt of any service provided by the Coalition. In the event that such receipt of service may constitute a conflict of interest, the procedures in this Article shall prevail.

Article XII: Construction

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

NEW YORK STATE COALITION AGAINST SEXUAL ASSAULT, INC.

28 Essex St.
ALBANY, NEW YORK 12206

BYLAWS

Attachments

Schedule A: NYS Geographic Regions

