

**NEW YORK STATE
PUBLIC EMPLOYEE CONFERENCE, INC.**

BYLAWS

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ARTICLE I — NAME

The name of this organization shall be the New York State Public Employee Conference, Inc., herein referred to as “the Conference” and shall be a not-for-profit corporation in the state of New York. The Conference shall consist of a general body operating under bylaws, hereby established and contained herein. For the purpose of brevity, hereinafter all references to the masculine shall include the feminine.

ARTICLE II — PURPOSE

The Conference is organized to promote the general welfare of its member organizations and to conduct business in the furtherance of that goal, as promulgated herein. The Conference shall act as a clearing house for legislative issues on behalf of all member organizations, and shall advocate for those legislative issues that have been agreed upon in accordance with Article XII., Section 3. herein.

ARTICLE III — MEMBERSHIP

Section 1. Eligibility For Membership

Any union or organization consisting of public employees in the state of New York is eligible for membership in the Conference.

Section 2. Application, Approval or Disapproval

Eligible unions or organizations must apply for membership in the Conference in writing and a majority vote of the Conference’s Board of Directors at a meeting shall be necessary for approval for membership.

Section 3. Member Standing

A “member in good standing” is a member union or organization whose dues, or any other monies owed, are not in arrears. A “member not in good standing” is a member union or organization whose dues, or any other monies owed, are in arrears for two consecutive months prior to the commencement of the annual meeting, and designation of a member not in good standing is automatic in this circumstance.

Section 4. Loss of Membership

A member who is deemed to be a member not in good standing pursuant to Section 3 of this article shall automatically be dropped from the rolls of membership of the Conference if all arrears dues and monies owed to the Conference are not paid before the end of the calendar year in which the member union or organization was designated as a member not in good standing.

Section 5. Reinstatement of Membership

A member union or organization who has been dropped from the rolls of membership in accordance with Section 4 of this article may apply for reinstatement pursuant to the original application for membership in accordance with Section 2 of this article, except that the requirement shall be the repayment of all arrears dues and monies owed. Repayment of arrears dues and monies owed may be waived or reduced by a majority vote of the Board of Directors.

ARTICLE IV — OFFICERS, DIRECTORS, BOARDS

Section 1. Officers

The following shall be the elected officers of the Conference: Chairman, Co-Chairmen, Treasurer, Recording Secretary, Corresponding Secretary, and Trustees.

Section 2. Board of Officers

The elected officers of the Conference shall comprise the Board of Officers.

Section 3. Directors

Each leader (president or the equivalent person thereof) of a member union or organization shall be a director of the Conference. Each member organization shall identify its leader in writing to the Conference. Said identification shall be on the member organization's official letterhead.

Section 4. Board of Directors

The Board of Officers, and the directors designated in accordance with Section 3 of this article, shall comprise the Board of Directors. A director who is an officer shall be eligible to cast only one vote on the Board of Directors.

ARTICLE V — MEETINGS

Section 1. Annual Meeting

The Conference shall hold an annual meeting which shall be conducted at the annual convention. If there is no convention, then the annual meeting shall take place at a location duly chosen by the Chairman.

Section 2. Other Meetings

When necessary in the opinion of the Chairman, there shall be other meetings of the Conference, duly called by the Chairman in accordance with the Not-For-Profit Corporation Law (N-PCL). Other Special Meetings shall be called, when necessary, in accordance with the N-PCL.

ARTICLE VI — ELECTIONS

Section 1. Nominations

Officers shall be nominated on the first day of the annual meeting of the Conference beginning in the year 2006, and continuing thereafter each third year. A nominee must be a current or former leader of a union or organization and a member in good standing. A nominee may withdraw his name prior to the election by submitting a signed letter, indicating such withdrawal, to the Recording Secretary.

Section 2. Election of Officers

Officers shall be elected by voice vote on the second day of the annual meeting of the Conference, beginning in the year 2006, and continuing thereafter each third year. Elections shall be by majority or plurality vote.

Section 3. Term of Office

Beginning January 1, 2007, elected officers shall serve a three year term of office and may be elected to succeed themselves.

Section 4. Eligibility to Vote

The leader of a union or organization which is a member in good standing shall be eligible to vote. In an anticipated absence of the leader of a union or organization, that leader may, by written authorization to the Recording Secretary, empower a member of his union or organization to vote in his behalf, provided that that written authorization is given on the union's or organization's letterhead, signed by the leader and notarized. In the event that a leader must leave a convention or meeting that is in progress, and his union's or organization's letterhead is unavailable, or a notary public is unavailable, that leader may empower a member of his union or organization to vote in his behalf by signing a written statement indicating the designation, having that written statement witnessed in writing by two directors of the Conference, and by providing that written statement to the Chairman or the Recording Secretary.

Section 5. Vacancies

Should the Chairman vacate his office, the designated Co-Chairman (pursuant to Article VIII, Section 2. herein) shall become the Chairman temporarily, until such time as a successor is elected. Election for a successor Chairman shall take place at a Special Meeting, which shall be called within sixty days of the date the Chairman vacated his office. In the event of a vacancy of any other office of the Conference, the Chairman shall appoint a member of the Board of Directors to fill the vacancy.

Section 6. No Contest for Office

When there is no contest for an office, the Recording Secretary shall cast one vote for the nominee and that nominee shall have been duly elected to hold the office.

ARTICLE VII — COMMITTEES

Section 1. Standing Committees

The Conference shall have the following standing committees: the Bylaws Committee, the Budget Committee, the Convention Committee, the Legislative Committee, the Pensions and Civil Service Committee, the PERB (Public Employment Relations Board) Committee, and the Public Relations and Media Committee.

- a. The Bylaws Committee shall meet at the direction of the Chairman of the Conference to consider proposed amendments to the bylaws and shall make recommendations on said proposed amendments to the Board of Directors.
- b. The Budget Committee shall meet at the direction of the Chairman of the Conference to consider the annual budget and shall make recommendations on said budget to the Board of Directors.
- c. The Convention Committee shall meet at the direction of the Chairman of the Conference to consider annual meeting sites and related issues.

- d. The Legislative Committee shall aid and assist the Chairman in all matters related to its name in the furtherance of the interests of the Conference.
- e. The Pensions and Civil Service Committee shall aid and assist the Chairman in all matters related to its name in the furtherance of the interests of the Conference.
- f. The PERB (Public Employment Relations Board) Committee shall aid and assist the Chairman in all matters related to its name in the furtherance of the interests of the Conference.
- g. The Public Relations and Media Committee shall aid and assist the Chairman in all matters related to its name in the furtherance of the interests of the Conference.

Section 2. Special Committees

The Conference shall have Special Committees as required to further the interests of the Conference. Special Committees shall dissolve upon completion of their respective purpose.

ARTICLE VIII — DUTIES OF OFFICERS, DIRECTORS, HONORARY TITULAR PERSONS

Section 1. Chairman

The Chairman is the chief executive officer of the Conference and shall have full authority to conduct and manage the business of the Conference. He will call an annual meeting and for good cause, special meetings. With the exception of the annual meeting, he shall be empowered to cancel any meeting for good cause upon notification to all member organizations. He will preside at all meetings and enforce the laws and objectives of the Conference, decide all questions of order, and appoint all committees. He will sign all documents unless otherwise provided for. No money will be paid by the Treasurer nor will any order of payment be drawn upon the Conference without written authorization from the Chairman and he shall have a bond conditioned upon the proper performance of his duties, the cost of which bond shall be defrayed by the Conference. The Chairman will be *ex-officio* member of all committees. The Chairman may retain advisors, aides or consultants in the fields of law, finance, legislation, labor, and/or public relations subject to the approval of the Board of Directors. Upon leaving office, he will deliver to his successor all properties of the Conference.

Section 2. Co-Chairmen

There shall be seven Co-Chairmen of the Conference. As soon as practicable after the bi-annual elections, the Co-Chairmen shall elect from among themselves a Co-Chairman who shall act as Chairman in the temporary absence of the Chairman, and who shall become the temporary Chairman pursuant to Article VI., Section 5., herein. The Co-Chairmen shall assist and advise the Chairman in carrying out the functions and objectives of the Conference and perform all other related duties as directed by the Chairman.

Section 3. Treasurer

The Treasurer is the chief disbursing officer and chief custodian of the funds of the Conference. He shall receive all funds of the Conference and deposit them into an operating account. He shall pay out monies only on an order signed by the Chairman and shall have a bond conditioned upon the proper performance of his duties, the cost of which bond shall be defrayed by the Conference. He shall make a report and a copy shall be given to the Recording Secretary for the minutes. The original copy shall be maintained at the office of the

Conference. Within the first week of each quarter, the Treasurer shall post the names of the member organizations that are deemed members in good standing. The Treasurer shall be authorized and empowered to invest funds from the treasury into sound investments on approval of the Board of Officers. The books and records of the Treasurer shall be subject to inspection by the Chairman, the Trustees or special committees appointed for that purpose by the Chairman. The Treasurer's accounts shall be certified annually by a Certified Public Accountant. The Treasurer shall engage in the preparation of a proposed annual budget with the Chairman and the Budget Committee. The Treasurer's annual certified accounts and the proposed annual budget shall be presented to the Board of Directors for their approval at the annual meeting. Upon leaving office, he shall without delay, deliver to his successor all books, papers, funds, records and all other properties of the Conference after his accounts have been audited by a Certified Public Accountant. Said audit shall be submitted to the Board of Directors for their approval. Upon approval, the books shall be accepted and the Treasurer shall receive written notification of same.

Section 4. Recording Secretary

The Recording Secretary shall have full charge of the minutes and the general rules of the Conference. He shall keep an accurate record of the proceedings of the meetings and a correct account of the membership. The Recording Secretary shall provide proper notices of meetings and minutes describing what has transpired at previous meetings. He shall perform all other duties as directed by the Chairman. Upon leaving office, he shall without delay, deliver to his successor all books, papers, records and all other properties of the Conference.

Section 5. Corresponding Secretary

The Corresponding Secretary shall conduct general correspondence relating to the official policies and business of the Conference. He shall perform all other duties as directed by the Chairman. All official correspondence of the Conference shall be issued on Conference letterhead and signed by the Chairman or, when appropriate, by the Corresponding Secretary. Upon leaving office, he shall without delay, deliver to his successor all books, papers, records and all other properties of the Conference.

Section 6. Trustees

There shall be three Trustees of the Conference who shall be the custodian of all property and records of the Conference. They are empowered to call in the property and records of the Conference upon written notice to the Chairman for the purpose of examination, and shall furnish a written report to the Board of Directors upon the completion of any such examination. The Trustees shall perform all other duties as directed by the Chairman.

Section 7. Directors

The Directors shall conduct the business of the Conference as directed by the Chairman and in the furtherance of the interests of the Conference and the members of their respective unions or organizations.

Section 8. Chairman Emeriti

Chairman Emeriti shall advise the Chairman and the Board of Directors on all matters of concern in furtherance of the interests of the Conference in accordance with the direction of the Chairman. To be designated Chairman Emeritus, a former Chairman must have served a minimum of three terms as Chairman. A majority vote of the Board of Directors shall be necessary for such designation.

ARTICLE IX — DUES

Dues for each member organization shall be as set forth by the Board of Directors. The dues amount may be amended by a two-thirds vote of the Board of Directors at the annual meeting. Schedule of payments shall be determined by the Chairman.

ARTICLE X — QUORUMS

A quorum for any meeting of a board or committee of the Conference shall be a majority of that board or committee.

ARTICLE XI — PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised, including any subsequent edition published after the adoption of these bylaws, shall be the guide in all debates and orders of business when it does not conflict with established law, the Certificate of Incorporation, these bylaws or adopted rules.

ARTICLE XII — VOTING

Section 1. In all matters related to the Conference, the leader of a union or organization which is a member in good standing shall be eligible to vote. In the absence of a leader of a union or organization, that leader may, by written authorization to the Recording Secretary, empower a member of his union or organization to vote in his behalf, in accordance with Article VI., Section 4., herein.

Section 2. A roll call vote of a board may be conducted at the request of any member in good standing present at a meeting.

Section 3. Except as enumerated in the parliamentary rules, a majority vote of board members present at a meeting shall be required on any matter submitted to the Conference, except on agreement to favor or oppose legislation. To favor or oppose legislation, those voting at a duly called meeting must all vote accordingly.

Section 4. Proxy voting shall not be permitted.

ARTICLE XIII — MISCELLANEOUS

Section 1. No member shall hold more than one office of the Conference at any given time.

Section 2. The Conference shall have an official seal of incorporation which shall be deposited with the Chairman, and which may be affixed to official papers issued by and under the authority of the Conference.

Section 3. The Chairman of the Conference may authorize the payment of reasonable expenses incurred in the administration of the affairs of the Conference upon presentation of a written bill deposited with the Treasurer.

Section 4. Aside from that which is recorded in the official minutes of the Conference, confidentiality of all business matters of the Conference shall be preserved. The utilization of any recording device is prohibited unless authorized by the Chairman.

Section 5. Each member organization shall comply with the established principles, customs, bylaws and standing rules of the Conference.

Section 6. Order of Business:

- (1) Call to Order, Salute to the Flag
- (2) Roll Call of Officers and Directors
- (3) Reading and Acceptance of the Minutes of the Previous Meeting
- (4) Reading of Communications
- (5) Chairman's Report
- (6) Treasurer's Report
- (7) Reports of Committees
- (8) Unfinished Business
- (9) New Business
- (10) Good and Welfare
- (11) Adjournment

ARTICLE XIV — SUSPENSION OF BYLAWS

For temporary purposes only, any provision of the bylaws may be suspended for good cause and just reason by a two-thirds vote of the Board of Directors present at a meeting.

ARTICLE XV — ADOPTION, AMENDMENT, OR REPEAL OF BYLAWS

A proposed bylaw, or an amendment or repealer of the bylaws, must be submitted in writing to the Chairman of the Conference. Said proposal, amendment or repealer shall be forwarded by the Chairman to the presiding officer of the Bylaws Committee. The Bylaws Committee shall meet prior to the annual meeting to consider proposals, amendments, or repealers, and submit its recommendation (for or against) regarding each, to the Board of Directors at the annual meeting. A two-thirds majority of the Board of Directors present at the annual meeting voting in favor shall be necessary for approval of said proposal(s), amendment(s) or repealer(s). Once approved, said proposal(s), amendment(s) or repealer(s) shall take effect immediately unless specified otherwise therein.