

# BYLAWS OF THE NEW YORK STATE VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER

## **Article I**      **Name and Relationships**

### **Section A**      **New York State Voluntary Organizations Active in Disaster (NYVOAD)**

1. The name of the organization shall be New York State Voluntary Organizations Active in Disaster (NYVOAD).
2. The organization may at its pleasure by a vote of the membership body change its name.
3. These by-laws are effective April 1, 2015 to March 31, 2018. An annual review shall be completed each April 1 during the effective term.

### **Section B**      **Relationships**

The New York State VOAD is recognized as the state VOAD by the National VOAD organization.

## **Article II**      **Purpose**

The purpose of the NYVOAD is to bring together organizations active in disaster services to foster more effective preparedness, response and disaster recovery in New York State. Direct service to impacted communities is provided by the member agencies of the NYVOAD, not by the NYVOAD itself. NYVOAD is a coordinating agency whose goal is to enhance planning, training and communications between organizations active in disaster mitigation, response and recovery. Also, to foster more effective service, through preparation, response, and mitigation for the benefit of all people in New York State imperiled or impacted by disasters through:

**COOPERATION:** To create an environment of cooperation and sharing at all levels (both state wide and local) to provide information.

**COORDINATION:** To coordinate working relationships among member organizations, to serve as liaison, advocate, and establish a unified public voice in disaster management.

**COMMUNICATION:** To disseminate information through member or other organizations as needed.

**COLLABORATION:** To ensure member agencies and individuals respond coherently to meet community needs in all phases of the disaster cycle.

**EDUCATION:** To provide access to training programs and disseminate materials developed by member organizations that may be useful to others.

**MITIGATION:** To support disaster mitigation efforts of federal, state, county and local agencies and governments, and support appropriate legislation when needed.

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CONVENING MECHANISMS: To organize and sponsor informational meetings, regional conferences, and training programs.

OUTREACH: To encourage the formation of, and give guidance to regional and local voluntary organizations active in disaster.

## **Article III Business Office**

The mailing address of NYVOAD shall be the business address of the current NYVOAD chair.

## **Article IV Membership**

### **Section A Membership Categories and Qualifications**

Membership in this organization shall be open to all organizations active in disaster response and recovery in New York State.

#### **1. Categories:**

There shall be three classes of membership as identified below:

1. FULL MEMBERS. (Voting) Full Member status may be granted to any corporation, institution, or other entity pursuant to the following qualifications:
  - a. The organization shall have the statewide capability to respond to disasters.
  - b. The organization shall consist of voluntary memberships, or constituencies, shall have a not-for-profit structure and have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
  - c. The organization shall have a disaster response program and a policy for commitment of resources (i.e. personnel, funds or equipment) to meet the needs of the people affected by disaster, without discrimination as to race, creed, gender, or age.
  - d. NYVOAD members shall have a New York State presence in disaster preparedness, response, and/or recovery.
2. ASSOCIATE. (Non-voting) Associate member status may be granted to a chartered sub-state VOAD, regional organization, or private corporation. Associate members have the option of supporting NYVOAD via membership dues or in-kind payment .
3. PARTNERS: (Non-voting) Affiliate status may be granted to any government organization with disaster planning and operational responsibilities or capabilities. (Examples: Federal Emergency Management Agency (FEMA), New York State Division of Homeland Security and Emergency Services (DHSES), New York State Agencies or other New York State political subdivisions.)

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## **Section B      Conditions of Membership**

1. RIGHTS: Member status agencies shall have a right to vote on all matters presented to the general membership for a vote. Associate and Partner status organizations shall have no right to vote on any matter, but may offer their point of view for education of the membership. Amendments to the NYVOAD by-laws, policy changes, and new organizations must be presented to the general membership for approval
2. TENURE: The term of the membership shall be perpetual, except as set forth in Article IV, section D.

## **Section C      Membership Application Procedures**

SELECTION: All new organizations must first be nominated and conditionally approved for membership by the NYVOAD Executive Committee. All new organizations in all classes of membership shall be given final approval by a simple majority vote of the Member status agencies.

## **Section D      Termination of Membership**

Membership in NYVOAD may be terminated for any of the following:

- a. The voluntary withdrawal of the organization by submission of a letter of separation; or
- b. Upon the recommendation of the NYVOAD Executive Committee followed by a simple majority vote of Member status organizations, any class membership may be terminated if that organization:
  - i. fails to pay the annual dues, (though a waiver of dues may be requested or in-kind services provided in their stead.)
  - ii. fails to have organizational representation at four consecutive meetings (one calendar year) of the general membership.
  - iii. conducts business in a manner that is determined to violate the stated principals of the NYVOAD or viewed as detrimental to the NYVOAD's organizational purpose.

## **Article V      Meetings**

### **Section A      Meeting Schedule**

The quarterly membership meetings of this organization shall be held on the first Thursday of the month except if such day be a legal holiday, then and in that event, the Executive Committee shall fix the day but it shall not be more than two weeks from the date fixed by these by-laws.

Special meetings of this organization may be called by the Chair or two or more members of the Executive Committee, when s/he deems it for the best interest of the organization. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

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

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## **Section B Meeting Notices**

The Secretary shall distribute to every member in good standing at h/her address as it appears in the NYVOAD Membership Directory, a notice telling the time and place of such annual meeting. The Secretary may act vis-à-vis the NYVOAD Liaison as h/her designee to fulfill this requirement.

Special Meetings notices shall be electronically mailed to all members at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

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

## **Section C Conduct of Business**

Conduct of Business in the meetings shall be as follows:

1. Roll Call.
2. Treasurer's Report
3. Reading of the Minutes of the preceding meeting.
4. Reports of Committees.
5. Reports of Officers.
6. Old and Unfinished Business.
7. New Business.
8. Adjournments.

## **Section D Meeting Minutes**

A draft of meeting minutes will be distributed to all Member meeting attendees for review and approval. Once approved, the minutes will then be posted on the NYVOAD website. The secretary will notify the Members when the minutes have been posted.

## **Article VI Voting and Quorum**

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and committee members.

Membership voting shall include, but not be limited to, approval of changes and renewals of these by-laws and election of Executive Committee members.

## **Section A Voting Rights**

Each Member organization shall have only one vote.

## **Section B Proxy Voting**

There shall be no proxy votes.

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## **Section C Quorum for Meetings**

Regular meetings of this organization shall be held via teleconference. A quorum of members for a full membership meeting that is properly scheduled, called and advertised, shall be those members in good standing who are in attendance. A quorum as herein before set forth shall be required at any adjourned meeting.

## **Section D Voting for Passage of Motion**

A motion will be passed by a simple majority of those voting.

## **Section E Recording of Votes**

At all meetings, except for the election of officers and Committee members, all votes shall be by voice or via electronic mail. No response shall constitute an affirmative vote.

For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

## **Article VII Officers**

The officers of the organization shall be as follows; Chair, Vice- Chair, Secretary, Treasurer, and Committee Chairs.

The Chair shall preside at all membership meetings.

S/He shall by virtue of their office be Chair of the Executive Committee.

S/He shall appoint all committees, temporary or permanent.

S/He shall see all books, reports and certificates required by law are properly kept or filed.

S/He shall be one of the officers who may sign the checks or drafts of the organization.

S/He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice Chair shall in the event of the absence or inability of the Chair to exercise his/her office become acting Chair of the organization with all the rights, privileges and powers as if s/he had been the duly elected Chair.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his/her duty to file any certificate required by any statute, federal or state.

S/He shall give and serve all notices to members of this organization.

S/He shall be the official custodian of the records and seal of this organization.

S/He may be one of the officers required to sign the checks and drafts of the organization.

S/He shall present to the membership at any meetings any communication addressed the Secretary of the organization.

S/He shall submit to the Executive Committee any communications which shall be addressed to the Secretary of the organization.

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S/He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies and/or securities of the organization.

S/He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

S/He shall render at stated periods as the Executive Committee shall determine a written quarterly account of the finances of the organization and such report shall be physically affixed to the minutes of the Executive Committee of such meeting. Committee shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Executive Committee.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or Committee member for receiving any compensation from the organization for duties other than as a Committee member or officer.

## **Article VIII Nominations and Elections**

### **Section A Nomination Process**

Nominations for officers shall take place through solicitation of the Members for candidates. Candidates will be requested to provide a vitae, including, but not limited to, their role in their Member organization. A slate of nominees will be prepared by the Executive Committee and presented to the Members.

### **Section B Elections**

The time of elections will be designed to ensure continuity within the Executive Committee by sequencing the election of chair and treasurer in one year followed by the vice chair and secretary the following year. Elections will be held via on-line voting in a manner to ensure anonymity.

## **Article IX Committees and Sub-Committees**

### **Section A Committee Authorization**

#### **EXECUTIVE COMMITTEE**

The business of this organization shall be managed by an Executive Committee consisting of eight (8) members, four officers and four committee chairs.

Committee members shall only be selected from member organizations having vested after one year of NYVOAD membership in good standing.

The committee members to be chosen for the ensuing year shall be chosen at the first quarterly meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of three years.

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The Executive Committee shall have the control and management of the affairs and business of this organization. Such Executive Committee shall only act in the name of the organization when it shall be regularly convened by its Chair after due notice to all the Committee members of such meeting.

A simple majority (51%) of the members of the Executive Committee shall constitute a quorum and the meetings of the Executive Committee shall be held regularly.

Each committee member shall have one vote and such voting may not be done by proxy.

The Executive Committee may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The Executive Committee shall set and collect membership dues and decide expenditures of NYVOAD funds.

The Executive Committee shall approve applications for membership to NYVOAD, consistent with Article IV "Membership" of these by-laws.

Vacancies in the Executive Committee shall be filled by a vote of the majority of the remaining members of the Executive Committee for the balance of the year. The process for filling the vacancy will be that as identified in Article VIII.A. above.

A committee member may be removed when sufficient cause exists for such removal. The Executive Committee may entertain charges against any committee member. A committee member may be represented by counsel upon any removal hearing. The Executive Committee shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

## **Section B Standing Committees**

All committees of this organization shall be appointed by the Executive Committee and their term of office shall be for a period of two years or less if sooner terminated by the action of the Executive .Committee.

## **Section C Sub-Committees, Ad-Hoc, Working Groups**

Sub-committees, ad-hoc committees and working groups will be established by the Executive Committee as needed and for a duration appropriate to the need being met.

## **Article X Budget and Finance**

### **Section A Fiscal year**

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

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- Section B     **Budget****  
The budget will be established by the treasurer in consultation with the Executive Committee and approved at least one month prior to the end of the fiscal year.
- Section C     **Expenditures****  
Expenditures will be approved by the treasurer in consultation with the Executive Committee. Members of the Executive Committee will have signatory authorization for expenditures.
- Section D     **Financial Statements & Accountability****  
A quarterly report of expenditures and income will be prepared by the treasurer in section VII above.
- Section E     **Dues****  
The dues of this organization shall be \$100 per annum and shall be payable on January 31.  
  
In lieu of monetary dues, organization may contribute an in-kind payment subject to approval of the Chair.
- Section F     **Dissolution****  
In the event the VOAD is dissolved, remaining funds will be returned to the members evenly.
- Article XI     **Function In Disaster****  
NYVOAD will respond in disaster as outlined in the document, "NYS VOAD Activation Plan" (in development)
- Article XII     **Amendments****
- Section A     **Proposed Changes****  
Any Member organization may propose an amendment by submitting the proposal in writing to the Executive Committee at any time. The proposal will then be distributed to the Members at least ten (10) days before a regularly scheduled quarterly membership meeting.
- Section B     **By-Law Amendments****  
These by-laws may be altered, amended, repealed or added to by an affirmative vote of the membership consistent with the following:
1. By-laws may be amended by acceptance of a motion to amend the by-laws, supported by a simple majority (51%) of those voting at a regularly scheduled meeting of the Executive Committee. The amendment would then become an order of business at the next general membership meeting.

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2. Amendment of by-laws would then be subject to a second vote by a simple majority (51%) of those members in good standing at the next general membership meeting of the organization

## **Article XIII REVIEW AND RENEWAL**

These by-laws shall be annually reviewed by the Executive Committee prior to April 1. Renewal by vote of the membership shall be every three years.

Approved by the Membership this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.