



Bylaws with Proposed Revisions

Article I – Name and Relationships

§1. **Name of organization.** The name of the organization shall be New York Voluntary Organizations Active in Disaster, also known as “New York VOAD” or “NYVOAD.”

§2. **Name change.** The organization may change its name by a vote of the membership body.

§3. **Effective date.** These bylaws are effective April 11th, 2018 in perpetuity, unless revised in accordance with Article XIII. A comprehensive annual review shall be completed each April.

§4. **National VOAD.** New York VOAD is a member of National VOAD and recognized as the State VOAD by National VOAD.

§5. **Local COADs & VOADs.** New York VOAD recognizes the local COADs, VOADs, and LTRGs named in the New York VOAD Membership Directory. Such groups are expected to operate using best practices and guidelines contained in National VOAD Points of Consensus, the National Response Framework (NRF), National Incident Management System (NIMS), the New York State Comprehensive Emergency Management Plan (CEMP) including the ESF #6 annex, and other generally accepted national and state laws, frameworks, and operating procedures.

Article II – Purpose

§1. **Purpose.** The purpose of NYVOAD is to bring together organizations active in disaster to foster more effective disaster lifecycle services in New York State. Direct services are provided by NYVOAD members. NYVOAD is a coordinating agency whose goal is to enhance planning, training and communications between organizations active in disaster mitigation, preparedness, response, and recovery. NYVOAD’s mission is to foster more effective service delivery for all people in New York State imperiled or impacted by disasters through:

COOPERATION: To foster an environment of cooperation and sharing on the local, regional, and state levels, across nonprofit agencies, faith-based and community-based organizations, COADs, local VOADs, and governments.

COORDINATION: To coordinate working relationships among member organizations, to serve as liaison as well as advocate, and present a unified public voice in times of crisis.

COMMUNICATION: To disseminate information through members and partners, as appropriate and necessary to effectuate effective disaster lifecycle services. To liaise between COADs, LTRGs, VOADs, and government and National VOAD members.

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



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EDUCATION: To facilitate 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 appropriate.

CONVENING MECHANISMS: To organize and sponsor convenings, informational meetings, regional conferences, and training programs. To incubate and support local COADs, LTRGs, and VOADs.

OUTREACH: To encourage the formation of, give guidance to, and instill best practices and the National VOAD Points of Consensus within Community Organizations Active in Disaster (COADs) and local/regional VOADs.

Article III – Business Office

§1. **Address.** The mailing address of NYVOAD shall be the business address of the NYVOAD Chair.

Article IV – Membership

§1. Membership in this organization shall be open to all organizations active in disaster response and recovery in New York State. There shall be three categories of membership: Nonprofit Member, Associate Member, and Partner Member.

§2a. **Nonprofit Member** status may be granted to any corporation, institution, or other entity pursuant to the following qualifications:

1. The organization shall have the statewide capability to respond to disasters.
2. The organization shall consist of voluntary memberships, or constituencies, shall have a not-for-profit structure and have tax-exempt status under §501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code, as amended.
3. 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 any protected class in force (as enshrined in federal, state, and local laws), including race, creed, religion, gender, and age.
4. The organization shall have a New York State presence in disaster preparedness, response, and/or recovery.
5. The organization shall demonstrate a commitment to National VOAD Points of Consensus.

§2b. **Associate Member** status may be granted to a chartered sub-state VOAD, such as a COAD or VOAD, regional organization, or private corporation. Associate members have the



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option of supporting NYVOAD via membership dues or in-kind contributions.

§2c. **Partner Member** status may be granted to any government organization with disaster planning and operational responsibilities or capabilities. (e.g. 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.)

§3. **Conditions of membership, rights.** Nonprofit Member status organizations shall have a right to vote on all matters presented to the general membership. Associate and Partner status organizations shall not vote on any matter but may offer their perspectives for education of the membership. Amendments to the NYVOAD bylaws, policy changes, and new organizations must be presented to the general membership for approval, as described in Article XII.

§4. **Conditions of membership, tenure.** The term of the membership shall be perpetual, except as set forth in Article IV, §§8-9.

§5. **Conditions of membership, responsibilities.** New York VOAD members shall pay dues in a timely manner, actively participate in the organization, and sign a pledge to adhere to National VOAD Points of Consensus. They shall continue to qualify under all applicable provisions of Article IV, §2a-§2c. Those members who do not satisfy membership dues shall be considered members in bad standing with NYVOAD.

§6. **Membership application procedure.** 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 NYVOAD Board of Directors.

§7. **Conditions of membership, National VOAD members.** Any organization who is a member in good standing with National VOAD may apply for membership with NYVOAD under an expedited process. Upon submission of a completed application and dues, a National VOAD member is automatically granted membership status. The Board may, however, at its discretion, vote within 14 calendar days to decline said application.

§8. **Termination of membership, voluntary.** Membership in NYVOAD may be terminated by a Member through submission of a written letter of separation to the Chair and Secretary.

§9. **Termination of membership, involuntary.** Upon the recommendation of the Executive Committee, followed by a simple majority vote of the NYVOAD Board of Directors, any class of membership may be terminated if that organization:

- a. Does not adhere to the provisions of §5 of this article.
- b. fails to have organizational representation at four consecutive meetings of the general membership.
- c. conducts business in a manner that is determined to violate the stated principals of the NYVOAD, National VOAD Points of Consensus, or in a manner viewed as



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detrimental to NYVOAD's organizational purpose.

Article V – Meetings

§1. **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, and in that event, the NYVOAD Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these bylaws.

§2. **Special meetings.** Special meetings of this organization may be called by the Chair or two or more members of the Board of Directors, when so deemed it is in 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.

§3. **Special meetings, continued.** 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. The Secretary or designee shall distribute to every member in good standing a notice telling the time and place of such meeting via email to the contact listed in the NYVOAD Membership Directory.

§4. **Special meetings, continued.** 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.

§5. **Conduct of Business.** Conduct of business in the meetings shall be as follows:

- a. Roll Call.
- b. Approval of previous meeting minutes.
- c. Treasurer's Report.
- d. Reports of Committees.
- e. Reports of Officers.
- f. Old and Unfinished Business.
- g. New Business.
- h. Adjournments.

§7. 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

§1. 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.



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§2. Membership voting shall include, but not be limited to, approval of changes and renewals of these bylaws and election of the Board of Directors.

§3. Each Member organization shall have only one vote.

§4. 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.

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

§6. **Recording of votes.** At all meetings, except for the Board of Directors and Bylaws revisions, all votes shall be by voice or via electronic mail. No response shall constitute an affirmative vote.

§7. Electronic voting shall be allowed at the discretion of the Executive Board and in compliance with all provisions of these Bylaws.

Article VII – Officers

§1. The Board of Directors of the organization shall consist of four officers, Chair, Vice-Chair, Secretary, Treasurer. The officers, in addition to At-Large Members, and Committee Chairs, comprise the Board of Directors.

§2. **Chair Responsibilities.** The Chair shall have the following responsibilities:

- a. Presides at all membership meetings.
- b. Be Chair of the Board of Directors. The Chair appoints all committees, temporary or permanent.
- c. Sees all books, reports and certificates required by law are properly kept or filed. The Chair shall be one of the officers who may sign the checks or drafts of the organization.
- d. Holds such powers as may be reasonably construed as belonging to the chief executive of any organization.

§3. **Vice-Chair Responsibilities.** The Vice-Chair shall have the following responsibilities:

- a. In the event of the absence or inability of the Chair to perform the duties of the office, the Vice-Chair becomes acting Chair of the organization with all the rights, privileges and powers of the Chair.

§4. **Secretary Responsibilities.** The Secretary shall have the following responsibilities:

- a. Keeps the minutes and records of the organization in appropriate books. It is the Secretary's duty to file any certificate required by any federal or state law.
- b. Gives and serves all notices to members of this organization.



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- c. Acts as the official custodian of the records and seal of this organization.
- d. May authorize expenditures of NYVOAD. The Secretary shall present to the membership at any meetings any communication addressed the Secretary of the organization.
- e. Submits to the Board of Directors any communications which shall be addressed to the Secretary of the organization. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- f. May designate such powers as appropriate, e.g. to NYVOAD staff.

§5. Treasurer Responsibilities. The Treasurer shall have the following responsibilities:

- g. Has the care of all monies belonging to the organization, managing any fiscal agent agreements into which the organization may enter.
- h. May authorize expenditures of NYVOAD.
- i. Renders at stated periods as the Board of Directors shall determine a written quarterly account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. This responsibility may be performed in part by the organization's fiscal agent, if such an agreement is in force. Committee shall exercise all duties incident to the office of Treasurer.

Article VIII – Nominations and Elections

§1. Nominations. Nominations for officers shall take place through solicitation of the Members for candidates. Candidates will be requested to provide a CV or resume, including, but not limited to, their role in their Nonprofit Member or local COAD/VOAD organization. A slate of nominees will be prepared by the Board of Directors and presented to the Members. At the time of election, write-in candidates are allowed.

§2. Elections. A slate of candidates shall be voted on at the Annual Meeting of the organization.

§3. Executive Committee. The Executive Committee shall be chosen by the Board of Directors from the slate of candidates approved by the Members. The appointment of the Executive Committee 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.

Article IX – Board of Directors

§1. Board of Directors structure. The business of this organization shall be managed by an Board of Directors consisting of at least seven members or the state law minimum, whichever is greater: four officers (the Executive Committee), At-Large Members, and the committee chairs of any committees established by the Board of Directors.



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§2. 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. Members or the Board of Directors may nominate committee members with the appropriate credentials or experience. The Board of Directors must approve committee chairs.

§3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors 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.

§4. A simple majority (51%) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly.

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

§6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

§7. The Board of Directors shall set and collect membership dues and decide expenditures of NYVOAD funds.

§8. The Board of Directors shall approve applications for membership to NYVOAD, consistent with Article IV of these bylaws.

§9. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the predecessor's term.

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

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

§12. 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 X – Other Committees

§1. All standing committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of two years.



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§2. Ad-hoc committees and working groups will be established by the Board of Directors as needed and for a duration appropriate to the need being met.

Article XI – Finance

§1. **Fiscal Year.** The fiscal year shall run from January 1 to December 31.

§2. **Budget Development.** The budget will be established by the Treasurer in consultation with the Board of Directors and approved at least one month prior to the end of the fiscal year.

§3. **Expenditures.** Expenditures will be approved by the Board of Directors in consultation with the Treasurer.

§4. **Quarterly Report.** A quarterly report of expenditures and income will be prepared by the Treasurer.

§5. **Dues.** The dues of this organization shall be set annually by the Board of Directors and shall be payable on January 31. In lieu of monetary dues, organization may contribute an in-kind payment subject to approval of the Board of Directors. Waiver of dues is at the sole discretion of the Board of Directors.

§6 **Fiscal agent.** The Executive Committee may elect to enter into a fiscal agent agreement.

§7. **Dissolution.** In the event the VOAD is dissolved, remaining funds will be returned to the members on a pro rata basis.

Article XII – Function in Disaster

§1. NYVOAD will respond in disaster as outlined in the NYVOAD Activation Matrix (Exhibit A of these bylaws.)

§2. The capacity of each member shall be assessed on a yearly basis by updating the NYVOAD Functions Matrix (Exhibit B of these bylaws.)

§3. NYVOAD will participate in state emergency operations center (SEOC) activations, both virtually through the state disaster intranet and via in-person representation whenever ESF #6 is activated.

Article XIII – Amendments

§1. Any Member organization may propose an amendment by submitting the proposal in



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writing to the Board of Directors at any time. The proposal will then be distributed to the Members at least ten days before a regularly scheduled quarterly membership meeting.

§2. These bylaws may be altered, amended, repealed or added to by an affirmative vote of the membership . Bylaws may be amended by acceptance of a motion to amend the bylaws, supported by a simple majority (51%) of those voting at a regularly scheduled meeting of the Board of Directors. The amendment would then become an order of business at the next general membership meeting. Amendment of bylaws 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 XIV – Review and Renewal

§1. These bylaws shall be annually reviewed by the Board of Directors prior to April 1. Renewal by vote of the membership shall be every three years.

Approved by a vote of the membership on April 11th, 2018 and affirmed by,

Name:

Name:

Name:

Title:

Title:

Title: