

# **NORTH COUNTRY COUNCIL OF SOCIAL AGENCIES, INC.**

## **BY-LAWS**

### **ARTICLE I - NAME**

---

**Section 1.1** As set forth in the amended Certificate of Incorporation, dated January 24, 1991, the name of this Corporation shall be the North Country Council of Social Agencies, Inc., inclusive of Jefferson and Lewis Counties hereinafter referred to as the Council.

### **ARTICLE II - PURPOSE**

---

**Section 2.1** The purpose of the Council is to assist the people of the North Country in creating a supportive community that will provide for positive human growth and development and encourage and promote cooperation among human service agencies and community organizations.

**Section 2.2** The Council is empowered to hold regular public forums for the exchange of information, conduct or arrange for studies and research projects, issue publications and public statements and seek support to fulfill its purpose.

### **ARTICLE III - MEMBERSHIP AND DUES**

---

**Section 3.1** The Council shall be composed of those agencies, individuals, and departments of government or organizations in the North Country, New York, whose programs include or have interest in the field of human services.

**Section 3.2** Any such agency, individual or organization shall be considered a member in good standing, and entitled to all rights and privileges herein granted upon application, acknowledgment by the Board of Directors and payment of the annual dues.

**Section 3.3** Each entity or individual member in good standing shall be entitled to be represented in the Council by one, three, five or ten delegates. They may also be represented at an organization level of unlimited number of delegates from a single entity. The terms of office of these delegates and the method of their selection shall be determined by each agency or organization. In case a regular delegate is unable to attend a Council function, an alternative, appointed by the agency or organization, may attend and act for that delegate.

**Section 3.4** In addition to delegates representing agencies or organizations, individuals, including students, interested in human services in the community, may become members in good standing, and entitled to all rights and privileges herein granted upon application, acknowledgment by the Board of Directors, and payment of the annual dues.

**Section 3.5** Each agency or organization delegate and each individual member shall be entitled to one vote in the affairs of the Council.

**Section 3.6** Annual dues for organization membership and for individual membership will be voted on by the general membership at their regularly scheduled monthly meeting, two months prior to any proposed change.

**Section 3.7** The Council's Fiscal and Membership Year shall be from the first day of January until the last day of the following December

#### **ARTICLE IV - OFFICERS**

---

**Section 4.1** The Officers of the Council shall be President or Co-Presidents, Vice President, Secretary and Treasurer to be elected by the membership at the Annual Meeting in May.

**Section 4.2** The Officers shall be chosen from the delegates and/or individual members of the Council.

**Section 4.3** The Officers shall serve from the first day of June until the last day of the following May, or until their successors shall have been elected.

**Section 4.4** The President or Co-Presidents shall preside at all meetings of the Council and of the Board of Directors; shall execute in the name of the Council all agreements entered into by it, and shall see that they are properly carried out; shall consult with Chairpersons of the committees to insure that committee plans of work are carried out; and shall perform such other duties that the Council shall direct.

**Section 4.5** The Vice President shall, during the absence of the President or Co-Presidents, perform the duties of the President or Co-Presidents; and shall perform such other duties as the Council shall direct.

**Section 4.6** The Secretary shall serve as the Chief Recording Officer of the Council. The Secretary, or their designee, shall be the custodian of all the Council's records, except as may be assigned otherwise by these By-laws; shall record the minutes of the Council and of the Board of Directors; shall maintain the roll of members and delegates; shall conduct all of the correspondence of the Council; and shall perform such other duties as the Council shall direct.

**Section 4.7** The Treasurer shall be the custodian of all of the funds of the Council; shall maintain full and accurate accounts of the Council's finances; shall see that no disbursement is made except as authorized by the Council or its Board of Directors; shall provide notice and collect all membership dues; shall promptly deposit all funds received by or on behalf of the Council in a bank account in the name of the Council; and shall perform such other duties as the Council shall direct.

## **ARTICLE V - BOARD OF DIRECTORS**

---

**Section 5.1** There shall be a Board of Directors empowered to: create Standing and Ad Hoc Committees; review the plans of work of the committees and make recommendations to the Council for its action; to transact necessary business of the Council in the intervals between meetings of the Council, including expenditure of Council funds, issuance of reports, and issuance of public statements of Council position; and to conduct such other business as the Council shall direct.

**Section 5.2** The Board of Directors shall consist of the Council's officers; and twelve (12) Directors elected to staggered three year terms as Directors by the Council at its Annual Meeting in May, in such manner that the terms of four of the Directors shall expire on the last day of May of each year.

- a.) Term Limits: Board members elected are subject to a limit of two (2) terms of service or a total of six (6) years. Board members may then be eligible for re-nomination to this board after a one-year absence.

**Section 5.3** The immediate past president(s) shall automatically become a voting member of the Board of Directors for a one-year period.

**Section 5.4** Chairpersons of Standing and Ad Hoc Committees created by the Board of Directors and not otherwise Directors of the Council shall automatically become voting members of the Board of Directors for the tenure of their service as chairpersons.

**Section 5.5** The Officers of the Council shall be the Officers of the Board of Directors.

**Section 5.6** The Board of Directors shall hold an organizational meeting during the month of June, and shall hold at least four additional meetings annually, at a time and place as fixed by the Board.

**Section 5.7** A meeting of the Board of Directors may be called by the President or Co-President or by a majority of the members of the Board of Directors.

**Section 5.8** Meetings of the Board of Directors shall be open to any delegate or individual member of the Council.

**Section 5.9** A quorum of the Board of Directors shall consist of eight Officers and/or directors.

**Section 5.10** Vacancies on the Board of Directors, which occur prior to the expiration of the normal term, shall be filled by election from the Council following a report of the Nominating Committee.

**Section 5.11** Any delegate or individual member in good standing is eligible to be elected as an Officer or Director, with respect to insure the broadest possible representation.

**Section 5.12** Any Director who misses three meetings without excuse shall be notified of such absence by the Secretary, and upon a fourth absence without excuse, shall forfeit their position as a Director.

## **ARTICLE VI - STANDING COMMITTEES**

---

**Section 6.1** Standing Committees may be created by the Board of Directors to further the administration of the Council in meeting its purpose. Each Standing Committee shall prepare a plan of work and budget for review and approval by the Board of Directors. The President or Co-President(s) shall be considered ex-officio members of all committees.

**Section 6.2** Chairpersons of Standing Committees shall be delegates or individual members of the Council; shall be appointed by the President or Co-Presidents with the advice and consent of the Board of Directors, with the exception of the Nominating Chair. This Chairperson will be elected by the committee members. All chairpersons will serve for the program year or until their successors are appointed.

**Section 6.3** Members of Standing Committees shall be members of the community at large; shall be recruited by the chairpersons in consultation with the President or Co-President(s) and shall serve for the program year or until their successors are appointed.

**Section 6.4** Each Standing Committee shall report fully to the Board of Directors and the Council on its activities at regular intervals and when called upon, and shall prepare a comprehensive annual report for presentation at the Annual Meeting.

**Section 6.5** Each Standing Committee shall conduct an annual evaluation of its area of responsibility and shall recommend to the Board of Directors prior to

the Council's Annual Meeting that the Standing Committee's work plan be continued, amended, or terminated.

**Section 6.6** The Standing Committees shall be: Audit; Membership, Nominating and Program.

## **ARTICLE VII -AD HOC COMMITTEES**

---

**Section 7.1** Ad Hoc Committees may be created by the Board of Directors to carry out specific activities to further the purpose of the Council. Such Ad Hoc Committees shall prepare a work plan and budget which shall specify the task to be performed by the Committee and the term of the Committee. Ad Hoc Committees will be reviewed on an annual basis to determine continuation.

**Section 7.2** Chairpersons, membership and reporting requirements for Ad Hoc Committees shall follow those rules laid out in Article VI, Section 6.2 through 6.5. for Standing Committees.

## **ARTICLE VIII - MEETINGS**

---

**Section 8.1** The Annual Meeting of the Council shall be held during May of each year at such time and place as the Board of Directors may determine; and at which time Officers for the ensuing year shall be elected, and such other business transacted as is either herein specified or as may be necessary.

**Section 8.2** The Council shall hold at least four meetings during the year, inclusive of the Annual Meeting.

**Section 8.3** Meetings may be called by the President or Co-Presidents, Board of Directors, or at the request of one-fourth of the delegates or individual members in good standing.

**Section 8.4** All meetings of the Council are open to the public.

**Section 8.5** A quorum of the Council shall consist off one-fourth of all delegates and individual members in good standing, as recorded in the Council's records, maintained by the Secretary.

## **ARTICLE IX - NOMINATIONS**

---

**Section 9.1** Nominations for the Officers and Directors of the Council shall be made at the Council meeting preceding the Annual Meeting.

**Section 9.2** Nominations shall be made by report of the Nominating Committee with additional nominations permitted from the floor.

**Section 9.3** Only persons who have given their consent to serve if elected shall be nominated.

**Section 9.4** There shall be a Nominating Committee of five members who shall be appointed by the President or Co-President with the advice and consent of the Board of Directors. The Committee members shall select a Chairperson.

## **ARTICLE X - COUNCIL AUTHORITY**

---

**Section 10.1** Any actions, programs, or public statements of Council position represent the efforts, thinking and consensus of those individuals representing the members of the Council, having acted within the affairs of the Council. No actions, programs, or public statements of Council position represent or purport to represent policies, or positions of member agencies or organizations, unless the governing authorities of those member agencies and organizations specifically and individually endorse those actions, programs, or public statements of Council position.

## **ARTICLE XI - PARLIAMENTARY AUTHORITY**

---

**Section 11.1** Robert's Rules of Order, Revised shall be the Parliamentary Authority for rules of the Council in all matters, not otherwise provided for in these By-laws.

## **ARTICLE XII - AMENDMENTS**

---

**Section 12.1** These By-laws may be amended by the affirmative vote of a majority of those in attendance. The majority must equal at least the quorum number as recorded in the Council records. The proposed amendment(s) shall have been read at a previous meeting of the Council.

Adopted: October 23, 1969

Revised: May 1979

Revised: December 1988

Revised: February 1991

Revised: May 1992

Revised: April 2001

Revised: January 2005

Revised: May 2007

Revised: January 2009