LEGISLATIVE WOMEN'S CAUCUS
BY-LAWS
As Amended March 27, 2017
PREAMBLE

The Legislative Women's Caucus (hereinafter the "Corporation" or the "Caucus") of New York State is an organization of women elected to the New York State Legislature committed to improving the participation of women in all areas of government, supporting issues that affect the lives of women in New York State, and providing a network of support for women in the State Legislature Caucus members represent urban, suburban and rural districts across New York State. The Caucus is mindful that it works within a bi-cameral and bi-partisan context and endeavors to give respectful consideration to diversity of tenure, race, geography, party and legislative office in the conduct of its activities.

ARTICLE I
OFFICES

Section 1. Office. The Office of the Corporation shall be located in the city of Albany, County of Albany, State of New York.

Section 2. Additional Offices. The Corporation may also have offices at such other places within or without the State of New York as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Board of Directors. The business of this corporation shall be managed by its Board of Directors.

Section 2. Qualifications of Directors. Membership of the Board of Directors is restricted to elected female members of New York State Legislature. Dues are a requirement for membership in good standing. Annual dues are payable prior to the annual meeting.

Section 3. Advisory Board. Members of the Advisory Board serve in a non-voting capacity and may include former female members of the Legislature.

Section 4. Number of Directors. The number of directors constituting the entire board shall be fixed from time to time by resolution of the Board of Directors. The Chair shall have the authority to appoint an interim director or officer to serve the remainder of a term of a board member or officer who has vacated the position for any reason.

Section 5. Term of Directors. The members of the Board of Directors shall serve for terms of their tenure as members of the New York State Legislature.

Section 6. Resignation of Directors. Any director may resign at any time. Such resignation shall be made in writing and shall specify the effective date, and if not time be specified, at the time of its receipt by the Chairwoman or Secretary. The acceptance of the resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued fiduciary obligation or duty of a director. Where a director does not return to the legislature for the following legislative term, whether because of retirement or loss of election to office, no confirmation resignation need be submitted

Section 7. Quorum of Directors. A majority of the entire Board shall constitute a quorum for the transaction of business and the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Section 8. When the vote of the Board of Directors on the Corporation's position on a public policy issues is not unanimous, any Board member can direct that all public communications regarding the Corporations' said position shall include the number of dissenting Board members and, if desired, their names.

Section 9. Meeting of Directors. Regular meetings of the Board of Directors shall be held monthly during the regular legislative session, and one time during the rest of the year, whenever feasible.

Special meetings of the Board of Directors can be called by the Chairwoman or at the request of one-third of the current members of the Board of Directors. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. The annual meeting shall be held each year in June, with elections occurring in June of the second year of the legislative term.

Section 10. Notice of Meetings of the Board. At least three days' notice shall be given to each director of the regular meetings of the Board. Special meetings shall be held upon written notice to the directors at the call of the Chairwoman or one-third of the current members of the Board of Directors, identifying the call of the meeting and purpose thereof. The notice of the special meeting shall state the place, date and hour of the meeting. The notice shall be given personally or by mail which may include electronic mail or facsimile. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, directed to the director at her address. Notwithstanding the foregoing requirement, a member of the Board may waive notice of the time and place of any regular or special meeting by means of electronic, postal or facsimile communication. Moreover, a member's presence at a regular or special meeting shall constitute such waiver.

Section 11. Time and Place of Meetings. The time and place of all regular meetings shall be designated by the Chairwoman. All meetings of the Board of Directors shall be open to all Caucus members. All meetings of the Board will be made accessible to all members by conference call or otherwise as technology permits. Only Board members may vote on any matter before the Board.

Section 12. Committees of the Board. The officers of the Corporation shall serve as the Executive Committee, including the immediate past Chair who shall as a body shall have all the authority of the board except as to the matters prohibited by Section 712 of the Not-For-Profit Corporation Law. All former chairs of the Caucus currently holding legislative office shall serve as members of the Board, serving ex-officio. The Board of Directors shall designate certain standing committees, two of which must be a Nominating Committee and a Program Committee.

Each such standing committee shall be chaired by a member of the Board of Directors and whose membership shall be drawn from the general membership of the Caucus. . Notwithstanding the above, the Chairwoman shall have the authority to designate from time to time such ad hoc committees as she deems necessary.

ARTICLE III
OFFICERS

Section 1. Number. The officers of this corporation shall be a Chairwoman, one or more Vice-Chairwomen, a Secretary, a Treasurer, and the immediate past Chair.

Section 2. Qualifications of Officers. Officers must be members of the Board of Directors of the Corporation.

Section 3. a) Term of Office. All officers shall be elected by the board to hold office for the term of two years at the annual meeting of the board, and shall hold office for such term.

Section 3. b) Election of Officers. The Board of Directors shall elect officers once every two years beginning in June 1993. A candidate must receive 51% of the members' voting and present in order to be elected. Only members in good standing can vote. A member in good standing shall mean a woman currently holding a New York State legislative office with current Caucus dues paid in full.

Section 3. c) At least 60 days before the annual meeting, of each election year, the Chair shall direct the Nominating committee to begin its formal solicitation of members to serve on the Board of Directors. The responsibilities of the Nominating committee shall include but not be limited to the following:

1. By a date certain of each election year, the committee will notify all Caucus members in writing that the committee will accept nominations
2. Members wishing to run for office will submit such intent in writing to the Election Committee by a date which shall not be earlier than 3 weeks from the date of the notice
3. Members nominated by another member will be contacted by the committee to verify their interest and intent to seek office
4. Members of the Nominating Committee shall not be barred from seeking office of this Corporation
5. The committee will notify members who have not paid dues in order to prevent unpaid members from being ineligible for office or voting in an upcoming election
6. By a date not to be later than 10 days prior to the annual meeting, the committee will notify members, in writing, of the list of candidates for all the offices
7. The committee will prepare, or direct the staff to prepare, the ballots for the election
8. The Nominating committee or staff as designated by the chair will notify all caucus members of the date and time selected (Such date set forth in Art. II, Sect. 9 of the by-laws) for the election
9. The Election Committee shall conduct the election.

Section 4. Chairwoman. The Chairwoman shall preside at all meetings of the Board of Directors. She shall be an ex-officio member of all standing committees and shall, in general, supervise and manage all of the business and affairs of the corporation, subject to the control of the Board of Directors. She shall have power to sign and execute all contracts and instruments of conveyance in the name of the corporation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees, subject to the approval of the Board of Directors. In the event of a resignation or retirement of an officer, the Chair shall, with the advise and consent of the Executive Committee shall appoint a member of the Caucus to serve the remainder of the unexpired term of office. She shall perform all the duties usually incident to the office of president.

Section 5. First Vice Chairwoman. The First Vice Chairwoman shall, in the absence or disability of the Chairwoman or in the event that the Chairwoman is no longer a member of the state legislature, perform the duties and exercise the powers of the Chairwoman. The First Vice Chairwoman shall have such powers and perform such duties as may be delegated to her by the Chairwoman or prescribed by the Board of Directors and shall include but not be limited to chairing the standing committee on programming.

Section 6. Second Vice Chairwoman. The Second Vice Chairwoman shall have such powers and perform such duties as may be delegated to her by the Chairwoman or prescribed by the Board of Directors and shall include but not be limited to the development of Caucus programs.

Section 7. The Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these By-laws or as required by law, have power to sign checks, and in general perform all duties customary to the Office of Secretary. She shall have custody of the corporation seal of the corporation and shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by her signature. The Board of Directors may give general authority to any officer to affix the seal of the corporation and to attest the affixing by her signature.

Section 8. The Treasurer. The Treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the corporation. She shall deposit or cause to be deposited all monies or other valuable effects in the name of the Legislative Women's Caucus, Inc., in such depositories as shall be selected by the Executive Committee. She shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the Chairwoman and the Directors at its regular meeting or whenever the directors so require, an account of all her transactions as Treasurer and of the financial condition of the corporation.

Section 9. The Directors. The Directors shall have such powers and perform such duties as may be delegated to them by the Chairwoman or prescribed by the Board of Directors.

Section 10. The Executive Committee shall consist of all officers of the corporation. A Caucus member who is a member of the Board of Directors in good standing and who has completed her term as Chairwoman may serve as an ex-officio member of the Executive Committee. The Executive Committee shall meet prior to regular meetings to set at the next meeting's agenda.

ARTICLES IV
MISCELLANEOUS

Section 1. Seal. The seal of the corporation shall be circular in form and shall have inscribed thereon the word: "The Legislative Women's Caucus, Inc." and the words: "Corporate Seal" and "New York".

Section 2. Checks. All checks, drafts, or other orders for payment shall be signed by two of the following officers: chairwoman, treasurer or secretary, or such other person or persons as the Executive Committee may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the corporation shall begin on January 1st of each calendar year, ending December 31st of that calendar year.

Section 4. Auditing of Books. Each legislative term the Chairwoman shall cause the accounts of the corporation to be accounted for and the Treasurer shall submit a full statement of the finances to each member of the Board of Directors.

Section 5. Amendment and Repeal of By-laws. These by-laws may be adopted, amended or repealed at any meeting of the Board of Directors consistent with the NYS Not-For-Profit Corporation law, if at least five days written notice is given of the intention to alter, amend or repeal the by-laws or to adopt new by-laws at such meeting and the proposed language of the amendment or amendments is included in such notice.

Section 6. Staff. The Caucus shall support and maintain a staff of professional and support personnel to assist in carrying out the purpose of the Corporation.