

**CAPITAL REGION CHAPTER
OF THE NEW YORK CIVIL LIBERTIES UNION**

By-laws, as adopted by the Capital Region Chapter Board of Directors on May 5, 2003
and approved by the NYCLU Board of Directors on May 7, 2003

**ARTICLE I
NAME**

The name shall be the Capital Region Chapter of the New York Civil Liberties Union, hereinafter referred to as the “Capital Region Chapter.”

**ARTICLE II
AFFILIATION**

The Capital Region Chapter shall be a Chapter of the New York Civil Liberties Union, Inc., and its purposes and actions shall conform to those of the New York and American Civil Liberties Unions.

**ARTICLE III
PURPOSE**

The purpose of the Capital Region Chapter shall be to maintain and advance civil liberties, including the freedoms of association, press, religion and speech, and the rights to due process of law, and the equal protection of the laws, and other personal rights guaranteed under the Constitutions of the United States and the State of New York for all people within the area from which the Capital Region Chapter draws its members. The Capital Region Chapter’s objective shall be pursued wholly without political partisanship.

**ARTICLE IV
MEMBERSHIP**

The Capital Region chapter’s membership shall consist of all members of the American Civil Liberties Union who reside in the counties of Albany, Columbia, Greene, Rensselaer, Saratoga, Schenectady, Warren, and Washington, and in any other areas assigned to the Capital Region.

**ARTICLE V
BOARD OF DIRECTORS: TERMS AND DUTIES**

- A. The Capital Region Chapter shall be governed by a Board of Directors, hereinafter referred to as the “Board.” The Board shall consist of the following: President, Vice President, Secretary, Treasurer, the chairs of the standing committees, and at-large members to a total of thirty.

- A. Members of the Board shall serve two-year terms. Each shall act as a representative of the Chapter in the community. Each shall serve on at least one standing committee. Each shall make an annual financial contribution to the Chapter to the extent that s/he is able. Each is expected to participate in Chapter events and activities, and to attend the meetings of the Board and the standing committee or committees of which

s/he is a member. A member who misses three consecutive Board meetings or who does not participate in the work of the Chapter may be removed as provided below in Article X, section A.

No member of the Board shall use his/her position with NYCLU for personal, professional or financial gain. A Board member shall abstain from voting on any matter before the Board in which s/he has a direct or indirect personal, professional, or financial interest. A Board member has a duty to disclose any actual or potential conflict of interest.

- A. The President of the Board, or in her/his absence, the Vice President, or in her/his absence, the Past President, shall chair the Board meetings. Each member of the Board of Directors shall be eligible to vote on matters of policy and administration of the Capital Region Chapter. The Board shall establish all official policies regarding the operation of the Capital Region Chapter, consistent with these Bylaws and with policies of NYCLU and ACLU. The Board shall approve the annual budget and shall set policies with respect to the approval of expenses and the signing of checks.
- A. The Board shall hold at least four regularly scheduled meetings during each calendar year, and shall meet for such special sessions as determined in Article IX of these Bylaws. Notice of the regularly scheduled meetings of the Board shall be made available to the general membership prior to such meetings, and Board meetings shall be open to all members of NYCLU. Minutes of all meetings of the Board shall be provided to the general membership upon request.
- A. The Board shall recommend an Executive Director, subject to the rules of the New York Civil Liberties Union, and other agents and employees as they may deem necessary and who shall have such authority and shall perform such duties as may be prescribed by the Board. Nothing herein shall restrict the Board from authorizing the Executive Director to employ additional agents and employees of the Chapter.

ARTICLE VI DUTIES OF OFFICERS

- A. **President** - The President shall preside at all general membership meetings, Executive Committee meetings, and Board meetings. She/he shall be a non-voting ex officio member of all committees except as otherwise provided.
- A. **Vice President** - The Vice President shall perform and exercise the duties and powers of the President during her/his absence or inability to render her/his duties or exercise her/his powers. The Vice President shall be a non-voting, ex-officio member of all committees, except as otherwise provided.
- A. **Secretary** - The Secretary shall have primary responsibility for the gathering of adequate records and minutes of the activities of the Capital Region Chapter. She/he shall take or assure that minutes are taken of Executive Committee and Board meetings and shall assure that copies are distributed to all board members. She/he shall assure that notification is given of all meetings and elections as provided for herein.
- A. **Treasurer** - The Treasurer shall have the care and custody of all funds and securities of the Capital Region Chapter and shall disburse such monies as required for the operation of the Capital Region Chapter at the direction of the President or the Executive Committee. She/he shall assure that records are kept current and a report of the financial condition of the Capital Region Chapter is rendered at each regularly scheduled Board meetings. She/he shall direct and supervise all expenditures in concert with the Executive Committee, consistent with the approved annual budget, and shall work in concert with the Executive Director to prepare the budget.

ARTICLE VII

EXECUTIVE DIRECTOR

The Executive Director shall be a paid staff position. The Executive Director organizes and coordinates the Chapter's outreach, legal, educational and fundraising functions under the direction of the Board of the Capital Region Chapter and the Executive Director of the New York Civil Liberties Union. The Executive Director shall have the following duties and authority, including without limitation: recruitment and hiring of all paid office staff; approving voluntary office staff; discharging all staff, ; assuming ultimate responsibility for the maintenance of adequate office records, systems and procedures; representing the Capital Region Chapter to the public in coordination with the Public Education Director and the President; assisting the legal representation services of the Capital Region Chapter in coordination with the Legal Director and the President; assist local lobbying efforts in coordination with the Legislation Director and the President; provide such reports as directed by the NYCLU or the Board; propose new areas of involvement and policy determination in coordination with the Board; and offer general assistance and advice to the Board, the Executive Committee, the President and committees of the Board.

ARTICLE VIII ORGANIZATION STRUCTURE

A. **Standing Committees**

1. **Executive Committee** - The chair of the Executive Committee shall be the President, or in her/his absence the Vice President or in her/his absence another member of the committee. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and Past President, and the chairs of all the standing committees. The Past President shall be a non-voting member of the Executive Committee. The Secretary shall assure that minutes of all meetings of the Executive Committee are taken and distributed to the Board. The Executive Committee will meet regularly to review current business and litigation and to make necessary decisions between Board meetings to implement current policy, reporting these decisions to the Board.

1. **The Legal Committee** - The Legal Committee shall consist of the Chair and such attorneys and members of the NYCLU as appropriate and as designated by the Chair subject to the approval of the Board, the Executive Committee or the President as the Board shall designate. The Legal Committee, in conjunction with the Executive Director, shall be responsible for the function of the legal program of the Capital Region Chapter and for legal liaison with the New York Civil Liberties Union Foundation and the Executive Director of the New York Civil Liberties Union regarding the Chapter's legal program. The Legal Committee shall determine the appropriate strategies and priorities necessary to pursue the legal policy as established by the Board of Directors. Subject to and in accordance with the policies and procedures of the New York Civil Liberties Union, responsibility for all actions taken by the chapter with respect to litigation or potential litigation on behalf of the New York Civil Liberties Foundation, Inc. by the Capital Region chapter is solely that of the Legal Committee or, in an emergency, the Chair, in consultation with the President of the Chapter, the Executive Director and such members of the Legal Committee as can reasonably be consulted within the applicable time constraints.

1. **Standing Committees** may be created or dissolved as determined by the Board of Directors. Committees shall be established to work on, carry on and/or assist with the functions of public education, membership, nominations, fundraising and such other functions as the Board may deem appropriate to further the goals of the Chapter. Committees shall consist of the Chair and such NYCLU members and others as appropriate and as designated by the Chair subject to the approval of the Board, the Executive Committee or the

President as the Board shall designate. The chair of each standing Committee will be a member of the Board of Directors, shall be selected by the Board, the Executive Committee, the President or the members of the Committee as the Board shall designate, and shall prepare regular reports to the Executive Director and the President.

B. Other Committees

1. **Advisory Committee** - This committee shall assist the Chapter to identify and address the civil liberties challenges within the chapter's region, and to recruit board members from a wide range of backgrounds and skills. Members may be recruited from former Board of Directors Members, donors, community leaders, prominent citizens and others who agree to serve on this committee. Members shall be invited to join by and shall serve at the pleasure of the Executive Committee or the Board as the Board shall designate. The President of the Board shall serve as the Committee Chair.

1. **Ad Hoc Committees and Task Forces** may be created and dissolved as determined by the Board, the President or Executive Committee as the Board shall designate. The Chair of each Ad Hoc Committee or Task Force shall be a non-voting member of the Executive committee and shall prepare regular reports to the Executive Committee and the Board. The Executive Director shall assist all such established Ad Hoc Committees and Task Forces. The Chair of each Task Force shall be designated by the President and shall prepare regular reports to the President and the Board. Reports of both Ad Hoc Committees and Task Forces shall be made available to the general public as determined by the Public Education Committee Chair, or the Board.

ARTICLE IX

MEETINGS

- A. Each committee shall meet regularly so as to conduct the business in its charge. The Chair of each committee shall determine the time, place, and date of such meetings, and shall notify the Executive Director, President and Secretary and committee members in advance of such meetings. The Chair of each committee shall cause minutes of each meeting to be taken and a copy of same transmitted to the members of the Committee and to the Executive Director or as provided by the Board. Any member of the Board or any committee missing three consecutive board or committee meetings may be removed upon a vote of the Board or the committee, as appropriate, consistent with these Bylaws. All matters decided by the Board and all committees will be determined by a majority vote. A minimum of 51% of all members of the Board or committee shall constitute a quorum for that body. Chairs of each committee shall cause notice of all meetings to be transmitted to all members of the committee at least five days prior to such meetings, unless such notice is waived for a special meeting by a majority of the Executive Committee subject to the approval of the President.

- A. There shall be an annual general membership meeting at a time and place selected by the Board. Special meetings of the general membership may be called by the President, by the board, or by a petition signed by not less than fifteen members and filed with the Secretary. Only that business specified in the notice of such special meetings may be considered at such a meeting. At least two weeks notice in writing shall be given of any meeting of the general membership. Ten percent of the general membership or twenty-five members, whichever is less, shall constitute a quorum. Decisions shall be made by a majority of the members present and voting. General membership meetings shall be conducted in accordance with Roberts' Rules of Order Revised except as may be otherwise provided by these Bylaws.

- A. Special meetings of the Board may be called by the President, the Executive Committee, or by a petition signed by not fewer than one third of the members and filed with the Secretary. Only that business specified in the notice of such special meeting may be considered at such a meeting. At least two weeks notice in writing shall be given of any special meeting of the Board.

**ARTICLE X
REMOVAL**

- A. In addition to the provisions of Article V paragraph B, and subject to any applicable rules of the NYCLU, a member of the Board may be removed from the Board for cause by a vote of two-thirds of the total membership of the Board at a meeting duly called for that purpose. An officer of the Board or of a Committee of the Board may be removed from that position by a vote of two-thirds of the total membership of the Board at a meeting duly called for that purpose.

- A. The Board may recommend the removal of the Chapter Executive Director to the person who is authorized by the NYCLU to take such action by a majority vote of the entire Board taken at a meeting duly called for that purpose, of which ten days written notice shall be sent to the members of the Board.

- A. Dismissal of other employees is subject to the rules and procedures of the NYCLU and is generally under the authority of the executive director.

**ARTICLE XI
ELECTION OF BOARD MEMBERS AND OFFICERS;
TERM AND VACANCIES IN COMMITTEE CHAIRS**

- I. General - Election shall take place at the annual general membership meeting by the members present. Terms of Board Members and officers shall be two years; terms shall be staggered whenever possible. The President shall appoint and the Board approve a Nominating Committee to choose a slate of proposed Board members and officers. The Committee shall consist of the chair, other NYCLU members, and non-members as appropriate, as designated by the Chair subject to the approval of the Board, The Executive Committee or the President as the Board shall designate. The chair shall be Board member. Nominations to fill vacancies shall be proposed to the Nominating Committee. The Nominating Committee shall present its slate of proposed Board Members and officers to the Board for ratification or revision.

Additional nominations may be made by submission from the general membership to the secretary thirty days prior to the election with the signatures of five members. At least two weeks before the election, written notice of the election and of the slate submitted by the nominating committee and other nominees received by the Secretary to date shall be mailed to the general membership. Voting shall be by secret ballot. Any member of the NYCLU residing within the Chapter's region is eligible to vote. Voter eligibility shall be validated at the meeting by using the New York Civil Liberties Union membership list. Two inspectors of elections shall be appointed by the presiding officer of the meeting.

- I. Vacancies - Mid-term vacancies in the offices of Vice President, Secretary, and Treasurer, shall be temporarily filled from among the Board of Directors by a majority vote. A vacancy in the office of President shall be filled by the Vice President. Vacancies in at large members may be temporarily filled from among NYCLU members by majority vote of the Board of Directors to serve during the balance of the term. At large member vacancies shall be filled at the next general membership meeting, when a successor shall be elected.
- I. The term of Committee Chair shall be one year. If possible, vacancies in committee chairs occurring during the incumbent's term shall be filled by a member of the committee, in the manner provided above in Art. VIII, sec. A, par. 3.

ARTICLE XII AMENDMENTS

The Bylaws may be amended by a two-thirds vote of those present and voting at a general membership meeting, provided that notice of the amendment shall have been sent to the membership with the notice of the meeting, subject to approval by the NYCLU Board.

ARTICLE XIII DISSOLUTION

A recommendation for the dissolution of the Capital Region Chapter shall be adopted by at least two thirds of the members present at a general membership meeting provided the recommendation has been submitted in writing by mail to every member and to the Executive Director of the New York Civil Liberties Union at least thirty days prior to the date of such meeting. In the event of dissolution, the Chapter's assets shall be transferred

to the New York Civil Liberties union or the New York Civil Liberties Union Foundation, as NYCLU shall direct.