

BY-LAWS OF THE LOWER HUDSON VALLEY CHAPTER OF THE NEW YORK CIVIL LIBERTIES UNION as amended by the Board of Directors on January 8, 2015

ARTICLE I - Name

This organization shall be known as THE LOWER HUDSON VALLEY CHAPTER OF THE NEW YORK CIVIL LIBERTIES UNION, and is a part of the New York Civil Liberties Union, Inc., an affiliate of the American Civil Liberties Union, Inc.

ARTICLE II - Membership

All members in good standing of the New York Civil Liberties Union, Inc. of all classes, who reside within or who have an office within the Counties of Westchester, Putnam, Dutchess, Rockland, Orange, Sullivan, or Ulster and whose names appear on the New York Civil Liberties Union membership list for Westchester, Putnam, Dutchess, Rockland, Orange, Sullivan, or Ulster Counties, shall be members of this association.

ARTICLE III - Charter

As a part of the New York Civil Liberties Union, the Chapter agrees to be governed by the by-laws of the New York Civil Liberties Union and the American Civil Liberties Union.

ARTICLE IV - Officers

Section 1. The Chapter shall elect annually, during the first quarter of each calendar year, from its membership the following officers: Chairperson, Vice-chairperson, and Secretary. No person may hold more than one such office at one time. The officers shall be ex-officio members of the Board of Directors of the Chapter and shall constitute the executive committee. In the event of a vacancy in any of the elected offices, the Board of Directors shall appoint a successor from among its members to serve until the next regular election.

Section 2. The duties of the officers shall be as follows:

Chairperson - The Chairperson shall preside at all meetings of the Chapter and the Board of Directors, and shall perform the duties incident to such office. The Chairperson shall be ex-officio member of all committees.

Vice-Chairperson - During the absence or inability of the Chairperson to render his or her duties or exercise his or her powers, the same shall be performed and exercised by the Vice-Chairperson, with like force and effect.

Secretary - The Secretary shall keep minutes of the meetings of the Chapter, the Board of Directors, and the Executive Committee. The Secretary shall give all notices of meetings of

the Chapter, the Board of Directors, and the Executive Committee, and such other notices required by these by-laws. During the absence or inability of the Chairperson or Vice-Chairperson to render his or her duties or exercise his or her powers, the same shall be performed and exercised by the Secretary, with like force and effect.

Section 3. Committees

The Board of Directors shall elect a Nominating Committee pursuant to Article V. The Board of Directors shall elect or authorize the appointment of any other committee or committees that it may deem necessary or appropriate from time to time. The Chairperson of each committee shall be designated by the Chairperson of the Chapter.

ARTICLE V - Board of Directors

Section 1. The members of the Board of Directors shall be the officers of the Chapter and no more than twenty other members of the Chapter. Each Director, except those who serve by reason of their offices, shall serve for a term of two years.

Section 2. At least three months before the annual meeting of the Chapter, the Board of Directors shall elect a Nominating Committee of not less than five members of whom at least one-third shall not be members of the Board of Directors. Immediately thereafter, the Secretary shall inform the membership of the Chapter of the appointment of the Nominating Committee and inform the Chapter of the nominating procedure set forth below by effecting the posting of such information to the NYCLU website.

The Nominating Committee shall nominate at least one member in good standing to fill each office and to fill each directorship expiring during the year. The Nominating Committee shall report its nomination, either directly to the Secretary or to the Secretary via the Chapter office, not less than two months before the date selected for the annual meeting. At any time during the period commencing three months before the date of the annual meeting and ending seven weeks before the date of the annual meeting, any member in good standing may be nominated for any office or for any directorship expiring during the year by a petition bearing the signatures of seven members in good standing. The petition shall be delivered or emailed, either directly to the Secretary or to the Secretary via the Chapter office, no later than seven weeks before the date of the annual meeting, together with a request that the name of the nominee and the office shown on such petition be submitted to the membership by posting to the NYCLU website. The Secretary shall thereafter, and no later than four weeks before the date of the

annual meeting, effect the posting to the NYCLU website a list of the nominees and the offices for which such nominees have been nominated, with short biographies appended, and instructions for submitting proxy ballots directing the Secretary to cast the members' votes as specified.

Section 3. Regular meetings of the Board of Directors shall be held at such time and place as the Chairperson may fix from time to time and such meetings shall be held no less than once during each two month period except that during the months of July and August no meeting need be held. Special meetings shall be called upon the written petition of the members of the Board of Directors submitted to the Executive Committee. At all meetings of the Board of Directors, a quorum shall consist of one-third of the membership of the Board. Vacancies on the Board of Directors arising from any cause other than the expiration of a term may be filled for the unexpired portion of the term by a vote of the majority of the Board of Directors at any of its meetings. Board members who miss three or more meetings during the year (September – through June) may be subject to removal from the Board with a majority vote of the Board.

ARTICLE VI – Chapter Annual Meetings

Section 1. An annual meeting shall be held during the first quarter of each calendar year on a date and at an hour and place to be fixed by the Chairperson. The annual meeting shall be devoted to the election of officers and directors as provided in Article V above and for the transaction of such other business as may properly come before the meeting.

Section 3. Quorum

At all annual meetings of members in good standing, attendance in person or by proxy of 15 of the members in good standing shall constitute a quorum.

Section 4. Voting

A quorum being present, the vote of a majority of those members in good standing as of the annual meeting present in person or by proxy at such meeting shall constitute the election of this Chapter's Board of Directors and officers. No proxy sent by mail or email shall be valid unless received by and in the possession of the Secretary at the time of the meeting.

If a quorum fails to appear at a meeting for election of officers and directors, then (a) any candidate whose nomination, pursuant to Section 2 of Article 5, is the sole nomination for the seat in question shall be deemed to be elected to that seat; (b) the meeting shall be adjourned to a subsequent date at which all proxy ballots by then received for contested seats will be

counted; (c) notice of the adjourned meeting shall be posted to the NYCLU website with instructions for continued submission of proxy ballots for the contested seats only, at least 31 days before such date; and (e) the outgoing officers and directors in the contested seats shall continue in office until their successors shall have been elected.

Section 5. Notices

All notices of annual meetings and any necessary subsequent meetings shall be posted to the NYCLU website.

Section 6. Proxies

Every member of the Chapter entitled to vote at any meeting of the members may vote by proxy. A proxy shall be dated and in writing, or it shall be sent by email, and it shall be revocable at the pleasure of the member executing it.

ARTICLE VII

The latest revision of "Robert's Rules of Order" shall govern meetings of the Chapter, of the Board of Directors, and of each committee, unless suspended by a two-thirds vote of members present. All matters not otherwise specified in these by-laws shall be governed by the latest revision of "Robert's Rules of Order" as the same may apply.

ARTICLE VIII - Amendments

These by-laws may be amended, altered, repealed or supplemented at any regular meeting of the Board of Directors by a majority vote of the Board. Notice of any proposal to amend, alter, repeal or supplement these by-laws shall be given or emailed to the members of the Board at least 21 days before the meeting of such body for the purpose of acting on such proposal.