

BY-LAWS OF
THE NEW YORK STATE ACADEMY FOR PUBLIC ADMINISTRATION

Adopted at Organization meeting of the Board of Directors and amended November 14, 1983, December 5, 1984, June 11, 1985, April 17, 1990, June 26, 1991, June 23, 1994, July 22, 1996, June 12, 1997, June 2, 2008, and December 31, 2010, May 14, 2018

Article I
NAME

The name of the Corporation is THE STATE ACADEMY FOR PUBLIC ADMINISTRATION (hereinafter referred to as the "State Academy").

Article II
PURPOSE

The State Academy has been organized as a nonprofit Corporation under the New York State Not-for-Profit Corporation Law to carry out its charitable, educational and scientific purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended). The purposes for which the State Academy is formed are to:

- Operate exclusively for charitable, educational and scientific purposes, including the improvement of the policies, processes, personnel and institutions of public administration;
- Promote scholarly inquiry and discussion concerning public administration;
- Sponsor state or regional in-service training and other special conferences or similar educational programs; and
- Provide advice, analysis and information on public administration problems and issues, upon request, to governmental units and any nonprofit organizations, including those defined by Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

Article III
MEMBERSHIP

A. Composition

The State Academy is comprised of three levels of membership: Fellows, Associate Fellows, and New Professionals. Fellows usually are individuals with senior-level experience who have made a substantial contribution to public administration and may lend seasoned expertise to the State Academy's activities and programs. Admittance to the State Academy as a Fellow is a recognition of the individual's service and contribution to the field of Public Administration. Associate Fellows are established public-service professionals whose work makes a substantive contribution to public administration. New Professionals are individuals who are new to public service, seek to

enter public service, or achieve permanent status within it, and exhibit the qualifications and commitment to make a substantive contribution to public administration.

B. Selection

The selection process for all members consists of three stages: 1) Nomination by which a person is recommended for membership at the appropriate level by a SAPA Fellow or Associate Fellow, a work supervisor, or self-nominated. 2) Application by which a nominee completes and submits electronically an official application packet at the level nominated (available on the SAPA website). 3) Approval which requires a majority vote of the Board of Directors upon review of the nominee's application packet. Application forms shall have criteria that can be evaluated for the appropriate membership level, and all applicants shall be assessed on the basis of those criteria.

In addition, the following individuals will be granted honorary SAPA membership for one year at the appropriate level:

- Individual persons who receive the SAPA Nelson A. Rockefeller Award
- Individual persons who receive the SAPA Public Service Excellence Award
- Speakers at SAPA events who otherwise meet the criteria for membership in paragraph "A" of this article.

Membership will continue for all levels of Fellows on payment of dues after the first year of membership, except that new Fellows in all categories shall not be responsible for the payment of dues until the start of the first full calendar year after becoming a Fellow. Other dues exemptions will be in accordance with these by-laws, Article IV – Dues.

Article IV DUES

A. Establishment and Collection of Dues

The membership year for the State Academy shall be January 1 through December 31. Each Fellow shall pay annual dues as determined by the Board of Directors. Dues notices shall be distributed to all Fellows. A follow-up notice shall be sent to those who have not responded by renewing or canceling their membership. After April 1, if no positive response is received, the membership shall be deemed inactive.

B. Exceptions

New Fellows shall not be responsible for the payment of dues until the start of the first full calendar year after becoming a Fellow. Fellows shall be exempt from the payment of dues for all membership years subsequent to their attaining 80 years of age.

Article V ORGANIZATION

A. Board of Directors

The Board of Directors shall be responsible for the management, direction and conduct of the activities of the State Academy. The Board at all times shall be accountable to the membership of the State Academy.

1. Membership: The Board shall consist of a minimum of nine directors. The immediate past chair of the State Academy shall serve on the Board *ex officio*, if not otherwise a member of the Board of Directors, until there exists a new immediate past chair. Service on the Board of Directors in an *ex officio* capacity shall not preclude nomination for election to the Board of Directors.

2. Election of Directors: Three Directors shall be elected each year by the membership of the State Academy for a term of three years, with the terms of one-third arranged to expire each year. If there should be a Board of Directors not divisible by three (3), elections will be held for the number of Directors who have served three (3) years and to retain the number of Directors to at least nine. Terms of office shall commence on July 1. Directors may serve for no more than two consecutive elected terms.

3. Nominations for the Board of Directors: Candidates for election to the Board of Directors shall be nominated by the Board of Directors, through a Nominating Committee. Candidates for the Board of Directors shall be solicited from the membership of the State Academy. The Nominating Committee shall determine if proposed nominees are willing to serve if elected. The Nominating Committee shall propose to the Board of Directors a potential slate of candidates, which may include members of the Nominating Committee. Members of the Nominating Committee shall recuse themselves from the vote of the Committee on their candidacy.

4. Terms of Service: The tenure of any Director shall terminate upon: 1) the effective date of resignation submitted in writing to the Board; 2) expiration of the period for which elected; 3) removal from office pursuant to section 6 below; or 4) death.

5. Filling Interim Vacancies: When a vacancy arises prior to the expiration of the individual's term, the Board may appoint an individual to serve the remainder of the unexpired term. Service during such unexpired term may be in addition to the two full consecutive terms of office permitted by this Article.

6. Removal from Office: By a vote of not less than three fourths of the Directors, any Director may be removed from office for cause. Cause shall include malfeasance or nonfeasance of office, excessive absences from attendance at meetings of the Board of Directors, or failure to perform duties of a Director. Any Director so removed shall have the opportunity to appeal removal to the full membership of the State Academy. Upon the request of the removed Director, the Chair shall call a special meeting of the State Academy for the sole purpose of determining the appropriateness of the removal of said Director.

7. Powers and Responsibilities: In furtherance, but not in limitation, of the authority to govern the State Academy, the Board of Directors shall have the following powers:

- a. It may accept and receive gifts, grants or contributions for fulfilling the objectives of the State Academy;

- b. It may expend, for charitable purposes defined in the Certificate of Incorporation, income of the State Academy;
- c. It shall establish a schedule of annual dues.
- d. It may employ agents to assist in fulfilling the objectives of the State Academy;
- e. It shall appoint an Executive Director as Chief Administrator to serve at its pleasure. The Executive Director shall act as the administrative representative of the State Academy, subject at all times to the continuing direction of the Board of Directors.

B. Officers

1. Officers: The Board of Directors shall be the officers of the State Academy.

- a. Chair: At its first meeting following the Annual Meeting of the State Academy, the Board of Directors shall elect one of its elected Directors as Chair for a term of one year. The Chair of the Board of Directors shall also serve as Chair of the State Academy for Public Administration.
- b. Vice-Chair: If so desired, the Board of Directors may elect one of its members as Vice-chair.
- c. Treasurer: At its first meeting following the Annual Meeting of the State Academy, the Board of Directors shall elect one of its elected Directors as Treasurer of the State Academy for a term of one year.
- d. Honorary Membership Chair: If so desired, the Board of Directors may appoint a willing and eminent personage as Honorary Membership Chair to present the State Academy as a desirable and worthy organization to potential Fellows and the public. The Honorary Membership Chair shall be a current Fellow of the Academy.

2. Duties

- a. Chair: The Chair of the Board of Directors shall convene and preside over meetings of the Board of Directors, shall preside at the Annual Meeting of the State Academy and any special meeting, shall execute any contract or other instrument on behalf of the State Academy and shall perform such other activities required to implement the programs and objectives of the State Academy as the Board may direct. The Chair shall also appoint such committees and Committee Chairpersons as the Chair deems appropriate to accomplish the objectives of the State Academy.
- b. Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the absence of the Chair.

- c. Treasurer: The Treasurer shall: 1) be responsible for all funds of the State Academy; 2) receive the annual dues; 3) pay the bills of the State Academy; and 4) maintain the accounts. The Treasurer shall render an annual accounting of receipts and expenditures not later than sixty days after the close of the fiscal year.

3. Committees

- a. Audit Committee: The Board of Directors shall designate an Audit Committee to review the financial records of the State Academy, annually, and report its findings to the membership.
- b. Standing Committees: The Board may establish and maintain Standing Committees at its discretion. These may include, but are not limited to, Membership, Awards, Nominations and Programs. The members of these committees shall be appointed by the Board of Directors.

Article VI ELECTIONS

A. Process

The Board of Directors shall provide a ballot for the election of Directors. Ballots shall be sent to the membership not less than thirty days before the Annual Meeting and shall be returnable no later than fifteen days before the Annual Meeting. In accordance with the provisions of Article V, Section A.2, three Directors shall be elected for three-year terms.

B. Announcement

The announcement of those selected for the term of office beginning July 1, shall be made at the Annual Meeting.

Article VII MEETINGS

A. Annual Meeting

The Chair shall convene the Annual Meeting of the State Academy at a time and place agreed to by the Board. All Fellows shall be notified at least thirty days in advance of the date on which it shall be held. The Annual Meeting shall be open to all interested persons; however, only Fellows in good standing shall be entitled to vote on any issue presented for consideration or adoption.

B. Meetings of the Board of Directors

1. Meetings of the Board of Directors shall be held at least bimonthly.
2. Special meetings of the Board of Directors shall be called by the Chair or, upon request of three of the elected Directors; the Chair will convene a special meeting.

3. A majority of the Directors shall constitute a quorum for the transaction of business. The Board shall seek to make decisions by consensus; however, any Board member may call for a vote on any decision facing the Board. When making decision by vote, a majority of those present and voting at a meeting at which a quorum is present shall be necessary to make such decision, except when a larger vote may be otherwise specified by these by-laws or as the vote of a greater number or proportion of the Board of Directors is, or may at any time be, required by the Not-for-Profit Corporation Law for the taking of specific actions. Decisions in accord with the above provisions shall be the act of the Board of Directors for any and all purposes.

4. Notice: Each member of the Board of Directors shall receive notice of any regular or special Board meeting. Such notice shall specify the date, time, place and purpose of the meeting, but need not specify the business to be conducted.

Article VIII FISCAL YEAR

The fiscal year of the State Academy shall begin on the first day of July and end on the last day of June.

Article IX AMENDMENT

A. Amendments Initiated by the Board

The Board of Directors shall have the power to propose amendments to any of the by-laws of the State Academy and propose the adoption of new by-laws in the place of any provisions deleted. Fellows shall be provided with the actual proposed changes in writing at least thirty days in advance of the Annual Meeting. Voting shall be by ballot. An affirmative vote of two-thirds of those voting will be required for adoption of an amendment.

B. Amendments Initiated by Petition

Proposals to alter, amend, repeal, or add to any of the by-laws of the State Academy, and to adopt new by-laws in the place of any provisions deleted, also may be initiated by petition signed by at least twenty members in good standing of the State Academy. Such petition shall be submitted to the Chair. Within thirty days of the receipt of such petition, the Chair shall distribute to each member of the State Academy in good standing a copy of the proposals with a ballot to be returned to the chair. Thirty days after distribution of the ballots, the Executive Director shall tabulate the votes and report the results to the entire membership. An affirmative vote of two-thirds of those voting who are in good standing on the date of the original mailing by the Chair shall be necessary to approve the proposed changes which shall then become effective not later than sixty days from the date of original distribution.