

Bylaws for the Western New York Chapter of the American Society for Public Administration

I. Name and Purpose

Section 1. The name of this Chapter shall be the **Western New York** Chapter of the American Society for Public Administration, hereafter referred to as the Chapter.

Section 2. This Chapter is organized for the professional and educational purposes of: exclusively charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("Code"). Without limiting the generality of the foregoing, such purposes include the following:

- (a) Advancing the science, processes, and art of public administration.
- (b) Advancing the equality of opportunity of all persons through public administration.

In furtherance of its exclusively charitable and educational purposes, the Chapter shall have all general powers of an unincorporated association under the law of the state of New York as now in effect or as may hereafter be amended, together with the power to solicit and accept grants and contributions for such purposes.

Section 3. The Chapter shall serve the counties of Allegany, Cattaraugus, Chautauqua, Erie, Genesee, Monroe, Livingston, Niagara, Ontario, Orleans, Wayne and Wyoming.

II. Membership

Section 1. Chapter membership shall be limited to persons holding membership in the American Society for Public Administration.

Section 2. Chapter members shall have the right to vote for Chapter officers and Board and to participate in all Chapter activities.

III. Officers

Section 1. The officers of this Chapter shall be a President, President-Elect, a Secretary, a Treasurer, a Communications Officer, and a Membership/Programming Officer. Their duties shall be those customarily performed by such officers.

Section 2. The governing body of the Chapter shall be the Chapter Board of Directors (herein "Board"), which shall consist of the Chapter officers, the most recent Past President, and (8) Board persons, (4) to be elected each year for two years. The Board shall supervise and control the affairs of the Chapter and its actions shall follow the general policies of the Society. The President shall

serve as presiding officer of the Board.

Section 3. The Secretary, Treasurer, Communications Officer, and Membership/Programming Officer shall be appointed by the Board and shall serve at its pleasure. The Secretary shall be responsible for preparing and issuing an annual report of the Chapter's activities, taking and circulating meeting minutes, and preserving Chapter archives and all other aspects of internal communication. The Treasurer maintains the Chapter's accounts, updates the members at each Chapter meeting concerning finances, and provides an annual financial report to the Board. The Communications Officer, working closely with the Chapter President, focuses on external communications, including management of social media. The Membership/Programming Officer keeps track of the active membership and advises the Board on recruitment and chapter activities..

Section 4. Officers and Board members shall serve until their successors are elected or appointed to take office. The President shall make interim appointments to fill any vacancies on the Board. Any vacancy in the office of President or President-Elect shall be filled by an interim appointment of the Board from among its own membership. All interim appointees shall serve until the next regular election.

Section 5. The quorum of the Board shall consist of the majority of members including the President or President-Elect present at the meeting.

Section 6. All persons composing the governing body comprising the Board shall be members of the American Society for Public Administration or shall become members within thirty days after election or appointment and shall be Chapter members in good standing.

IV. Nominations and Elections

Section 1. The President, the President-Elect, who will automatically succeed to the office of President upon completion of the President's term, and (4) Board members shall be elected at the Chapter's organizational meeting for a term of office ending June 30. (4) Board members shall be elected for terms expiring the following June 30. Thereafter, only the President-Elect and (4) Board members shall be elected annually.

Section 2. Nominations for the offices of President, President-Elect, and Board members shall be made by a nominating committee of three regular members to be appointed by the President at least sixty days before the annual meeting. Nominations may also be made from the floor by any regular member of the Chapter.

Section 3. A majority of the Chapter members voting shall decide all elections. In case of ties, the President shall cast the deciding ballot.

V. Meetings

Section 1. This Chapter shall hold at least four program activities during the designated Chapter year, including the annual business meeting.

Section 2. The annual meeting shall be held in June unless otherwise specified by the Board.

Section 3. Other meetings of the Chapter shall be held at times and places designated by the President or by the Board.

Section 4. Chapter members shall be given at least seven days notice in writing of the time, place, and the scheduled business to be considered at all regular meetings.

VI. Committees

Section 1. The Chapter leadership may establish committees for various purposes. Committee chairs and members shall be appointed by the President. All such committees shall terminate upon the election of new officers and Board, but are renewable at the annual meeting.

VII. Fees

Section 1. That portion of the national membership dues designated for rebate to the Chapter shall constitute the fee for Chapter membership.

VIII. Amendments

Section 1. Amendments to this Constitution may be made in the following manner:

Amendments may be proposed by a majority vote of regular members present and voting at a regular meeting.

Such proposed amendments are to be submitted to the membership and such proposed amendments may be adopted by a two-thirds vote of regular members present and voting at the next succeeding regularly called meeting.

Section 2. Consistent with inclusion of this Chapter in the group federal income tax exemption ruling of the American Society for Public Administration (identified by the Internal Revenue Service as Group Exemption Number 3166), all amendments to the Chapter Constitution which may be made from time to time shall be submitted to the American Society for Public Administration for its approval.

IX. Ratification

This Constitution shall be considered ratified upon approval of the American Society for Public Administration and upon favorable vote of the organization meeting of this Chapter.

X. Miscellaneous Provisions

Section 1. No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to any director or officer of the Chapter, or any other private person, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Chapter and to make payments and distributions in furtherance of the purposes set forth hereinabove.

Section 2. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Chapter shall not carry on any other activities not permitted to be carried on by:

- (a) an organization exempt from federal income tax under Section 501(c)(3) of the Code, or
- (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. In the event of dissolution or final liquidation of the Chapter, after paying or making provision for the payment of all of the liabilities and obligations of the Chapter and for necessary expenses thereof, all of the remaining assets and property of the Chapter shall be distributed to the American Society for Public Administration provided it remains organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, and if not, to an organization which does so qualify. In no event shall any of such assets or property be distributed to any director or officer or to any private individual.

Section 4. The fiscal year of the Chapter shall be January 1 through December 31. The employer identification number assigned by the Internal Revenue Service to this Chapter is: 83-2636504.

Adopted by the Chapter, meeting of 3-21-2018 as verified by Ken Stone, Interim Chapter President.

**Revised by the Chapter, Annual Meeting 6-11-2018 as verified by Kenneth Stone, Chapter President.
EIN Secured 11-27-2018**

Amended by the Chapter: Proposed by majority vote at a regular meeting on 9-13-2024 and Adopted at a regular meeting on 10-4-2024 as verified by Kenneth Stone, Chapter Treasurer.