

**BY-LAWS
NASSAU COUNTY VILLAGE OFFICIALS ASSOCIATION**

(As amended October11, 2011)

ARTICLE I NAME AND OBJECTIVES

Section 1. The name of this Organization shall be the Nassau County Village Officials Association.

Section 2. The objectives of the Association are:

- (a) To develop educational programs and conferences to better qualify the Village officials of Member Villages in the Association to carry out their civic responsibilities,
- (b) To study and discuss various activities and actions that will have a beneficial effect upon the public safety, health and welfare of the Member Villages governed by these officials,
- (c) To develop an agency for encouraging and stimulating cooperation among the Member Villages of the Association for their mutual benefit and welfare.
- (d) To investigate and discuss the most efficient means and methods of Village government,
- (e) To provide a forum for Village officials for the exchange of ideas and experience in the administration of their municipal duties, and
- (f) To do all such other things as may be necessary or proper to attain the goals of the Association.

ARTICLE II MEMBERSHIP

Section 1. Regular Membership in the Association shall consist of:

- (a) Villages of Nassau County.
- (b) Past Presidents of the Association, who shall be Life Members. They shall not be voting members, unless otherwise entitled to vote.

Section 2. Associate members in the Association shall consist of other municipal entities as approved by a vote of the Association. They shall not be voting members.

ARTICLE III MEETINGS

- Section 1. The annual meeting of the Association shall be held on the fourth Thursday in June of each year, at which time officers of the Association shall be elected and installed.
- Section 2. In addition to the annual meeting, regular meetings shall be held on the second Tuesday of each month, except the months of July and August. At least ten (10) days prior to the annual meeting, the Executive Director shall transmit a schedule of meetings for the ensuing year to all Member Villages and Life Members. The Executive Board may change the regular meeting day or omit a regular meeting.
- Section 3. Special meetings of the Association shall be called by the President with the approval of the Executive Board.
- Section 4. To the extent possible, at least ten (10) days notice shall be transmitted to the Member Villages and Life Members of such change or omission of a regular meeting or of a special meeting. Failure to transmit a schedule of meetings or other meeting notice shall not invalidate a meeting.
- Section 5. Elected officials of seven (7) Member Villages of the Association shall constitute a quorum for regular and special meetings.
- Section 6. Meetings shall be held in such locations as shall be decided upon by the Executive Board.
- Section 7. Villages in good standing may be represented at the regular monthly meetings of the Association, covered by assessments, by the Village Mayor, Trustees, Administrator/Manager and/or Clerk, Treasurer and Counsel. In the event none of the above mentioned Village officials can attend, the Mayor may appoint another individual to represent the Village. When a subject of particular relevance to the duties of other officials of Member Villages, as determined by the Village Mayor, is scheduled as a meeting topic, a special invitation may be extended to such other officials by the President as invited guests of the Association. Other attendees at the regular monthly meetings of the Association and attendees at special meetings of the Association not covered by assessments and the annual testimonial dinner meeting of the Association shall be subject to a dinner charge.

ARTICLE IV VOTING AT REGULAR AND SPECIAL MEETINGS

- Section 1. Nomination and election of Officers of the Association shall be in accordance with Article XIII hereof.
- Section 2. When voting on all business of the Association, the Mayor shall cast the vote for the Member Village. If the Mayor is absent, the elected officials who are present shall determine who shall cast the vote.

Section 3. Each Member Village shall be entitled to one (1) vote.

Section 4. There shall be no absentee ballots or voting by proxy.

Section 5. Except where otherwise authorized, voting shall be by a simple majority of the vote cast at the meeting.

ARTICLE V OFFICERS OF THE ASSOCIATION

Section 1. The officers of the Association shall be the President, First Vice President, Second Vice President and Treasurer.

Section 2. At the time of their election and during their term, the President, Vice Presidents and Treasurer shall hold office as Mayor or a Trustee in a Member Village in good standing.

Section 3. All officers shall be elected at the annual meeting of the Association and shall hold their respective offices until the latter of the succeeding annual meeting or until their successors are elected and shall qualify. A vacancy in the office of President shall be filled by the First Vice President for the remainder of the unexpired term. A vacancy in the office of First Vice President shall be filled by the Second Vice President for the remainder of the unexpired term. A vacancy in the office of Second Vice President shall be filled by the Treasurer for the remainder of the unexpired term.

ARTICLE VI DUTIES OF OFFICERS

Section 1. **PRESIDENT:** The President shall preside at all meetings of the Association. He/She shall appoint all Committee members and designate Committee chairs. He/She shall make such other appointments as are necessary or proper to carry out the business of the Association. He/She shall have such powers and perform such other duties as may reasonably be construed as belonging to the office or as may be directed by resolution of the Executive Board and/or the Association.

Section 2. **VICE PRESIDENTS:** It shall be the duty of the First Vice President to perform the duties of the President in the latter's absence or disability. He/She shall serve as program chair and present all programs for approval of the Executive Board. The Second Vice President shall preside in the absence or disability of both the President and the First Vice President.

Section 3. **TREASURER:** The Treasurer shall review the accounts of the Association as submitted by the Executive Director, make recommendations about the management of the Association's funds and report monthly on all receipts and disbursements and the bank accounts of the Association to the Executive Board.

Section 4. **PAYMENTS:**

- (a) Payment of bills in total amounts of less than three thousand dollars (\$3,000) may be made by checks drawn from the depository signed by the President, the Treasurer or the Executive Director.

- (b) Payment of bills of three thousand dollars (\$3,000) or more shall be by checks drawn on the depository and signed by two (2) of the following: the President, First Vice President, Second Vice President, Treasurer or Executive Director.
- (c) Selection of the depository bank shall be made by the Executive Director with the approval of the Executive Board.
- (d) No committee member may be reimbursed for any expense without the approval of the Executive Board.

Section 5. The Executive Board shall annually select an independent auditor to review the financial records and accounts of the Association and to undertake or review any other financial matters as directed by the Executive Board.

ARTICLE VII DUES AND ASSESSMENTS

Section 1. The annual dues of the Member Villages shall be as established by the Executive Board. The dues shall be based on categories of population, based on the most recent United States decennial census as follows:

- (a) Villages with a population of less than 3,000.
- (b) Villages with a population of between 3,000 and 5,000.
- (c) Villages with a population of between 5,000 and 10,000.
- (d) Villages with a population between 10,000 and 20,000.
- (e) Villages with a population over 20,000.

Section 2. Life Members shall be exempt from the payment of dues.

Section 3. Assessments may be levied on the Member Villages and Associate Members by the Executive Board, subject to a vote thereupon at a regular meeting of the Association.

Section 4. All dues and assessments are due and payable within thirty (30) days of notice.

Section 5. In the event that the dues and/or assessments of a Member Village remain unpaid for two (2) months subsequent to the due date, the said Village shall be considered to be not in good standing and barred from participation in the Association until such dues and/or assessments are paid.

ARTICLE VIII EXECUTIVE BOARD

Section 1. The Executive Board shall conduct the affairs of the Association between regular

meetings and shall perform such other duties as are referred to it by the Association or by these By-Laws.

- Section 2. The Executive Board shall consist of: (a) the Officers of the Association; (b) the three (3) preceding Past Presidents who are currently serving as an elected Village Mayor or Trustee; and (c) six (6) Village Mayors or Trustees representing six (6) different Member Villages who shall be appointed annually by the President at or promptly after the annual meeting. Should there not be three (3) eligible past presidents, the President may appoint such additional Village Mayors or Trustees to bring the full complement of the Executive Board to thirteen (13).
- Section 3. The President may, at his/her discretion, call meetings of the Executive Board. Seven (7) members of the Executive Board shall constitute a quorum.
- Section 4. Each member of the Executive Board shall have one (1) vote. There shall be no absentee ballots or voting by proxy.
- Section 5. Where approval of the Executive Board is required, such approval must be by a majority of the total authorized strength of the Executive Board.
- Section 6. The members of the Executive Board shall serve without compensation, but may be reimbursed for such out-of-pocket expenses as may be incurred in the performance of their duties on behalf of the Association, upon submission of a voucher detailing said expenses and approval by the Executive Board.
- Section 7. The following events shall constitute an automatic vacancy of the term of a member of the Executive Board:
- (a) death;
 - (b) resignation;
 - (c) no longer having a principal domicile in Nassau County
 - (d) no longer serving as an elected Mayor or Trustee of a Member Village; or
 - (e) an unexcused absence from three (3) regularly scheduled meetings of the Executive Board during the proceeding twelve (12) months
- Section 8. Vacancies in the office of Treasurer or members of the Executive Board arising from any cause shall be filled by the President until the next annual meeting of the Association.

ARTICLE IX EXECUTIVE DIRECTOR

- Section 1. It shall be the duty of the Executive Director to keep an accurate record of the proceedings of all meetings; to send bills and to collect dues and assessments and to maintain the accounts of the Association; to send out notices of meetings; to conduct

the correspondence of the Association under the direction of the President, and to prepare and present a budget no later than the April meeting of the Executive Board. The Executive Director shall keep a complete record of the attendance at regular and special membership meetings and meetings of the Executive Board and the votes thereat. He/she shall notify the Member Villages of the Association of meetings by transmitting a notice of same to each Member Village at least seven (7) days before such meeting.

- Section 2. The Executive Director shall serve at the pleasure of the Executive Board.
- Section 3. The Executive Director shall receive such compensation for his/her services as established by the Executive Board.
- Section 4. Any person having served in the capacity of Executive Director (or equivalent capacity) for at least five (5) years shall be an Executive Director Emeritus. The Executive Board may establish a stipend for any Executive Director Emeritus.
- Section 5. The Executive Director and Executive Director Emeriti shall not be entitled to vote.

ARTICLE X COMMITTEES

The Standing Committees of the Association shall consist of a Nominating Committee, an Educational Committee and an Advisory Committee. The President may establish such other Committees as are necessary or proper, with the approval of the Executive Board.

ARTICLE XI EDUCATIONAL COMMITTEE

The Educational Committee shall monitor all legislation whether of State, County or Town, pending or enacted, that will affect, directly or indirectly, Villages in Nassau County, and shall keep the membership informed by written or oral reports at membership meetings.

ARTICLE XII ADVISORY COMMITTEE

It shall be the duty and function of the Advisory Committee to confer with the Officers of the Association on any and all matters affecting the welfare of the Association whenever called upon so to do by the President. All Past Presidents of the Association shall constitute the Advisory Committee.

ARTICLE XIII NOMINATING COMMITTEE

- Section 1. The Nominating Committee shall be appointed not later than the regular March meeting. It shall be charged with the duty of nominating candidates for each elective office of the Association. No member of the Nominating Committee shall be eligible for nomination to any office.

- Section 2. The Nominating Committee shall consist of five (5) elected Village Mayors and/or Trustees, each representing a different Village Member of the Association in good standing.
- Section 3. All nominations for President, First Vice President, Second Vice President and Treasurer shall be made in writing and shall be signed by at least a majority of the Nominating Committee or by not less than twenty-five (25) elected officials representing not less than five (5) Member Villages of the Association.
- Section 4. The Nominating Committee shall provide for an alternate slate of officers in the event a nominee declines a nomination.
- Section 5. Nominations made by the Nominating Committees shall be filed in writing with the Executive Director not less than twenty (20) days before the date of the annual meeting of the Association. A copy of such written report of nominations shall be transmitted by the Executive Director to each Member Village at least fifteen (15) days before the annual meeting.
- Section 6. Nominations other than those made by the Nominating Committee shall comply with Section 3 above and shall be filed in writing with the Executive Director of the Association not less than ten (10) days before the date of the annual meeting of the Association. A copy of such written report shall be transmitted by the Executive Director to each Member Village at least five (5) days before date of the annual meeting.

ARTICLE XIV RULES OF ORDER

On all questions of Parliamentary Procedure or Rules of Order, the most recent edition of "Robert's Rules of Order" shall govern.

ARTICLE XV AMENDMENTS

- Section 1. A proposition to alter, amend or repeal these By-Laws may be submitted in writing by no less than ten (10) elected officials representing not less than seven (7) Member Villages, or by a Committee appointed by the Executive Board for such purpose. A notice and copy of any such proposition shall be distributed to each Member Village with a notice of the date and place of the meeting at which action is proposed to be taken thereon at least fourteen (14) days prior to such meeting.
- Section 2. An affirmative vote of two-thirds (2/3) of the votes cast shall be necessary for the adoption of any alternation, amendment or repeal of these By-Laws.

ARTICLE XVI NOTICES

All notices and other communications hereunder shall be given by mail or sent electronically.