



BY-LAWS

NASSAU COUNTY VILLAGE OFFICIALS ASSOCIATION

(As last amended May 10, 2022)

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 encourage and stimulate 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 AND FRIENDS OF THE ASSOCIATION

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 the Executive Board. They shall not be voting members.

Section 3. "Friends of the NCVOA" shall consist of organizations or individuals whose participation is intended to further the goals of the Association. They shall be approved by the Executive Board. They shall not be Members of the Association, and participation may be revoked at any time by the Executive Board.

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, August and September.

Section 3. In addition to the annual and regular meetings, there shall be held on the second Thursday in September a testimonial dinner honoring the immediate past president and/or another person or persons selected by the Executive Board.

Section 4. The Executive Board and, in extenuating circumstances, the President may change any meeting day, omit a meeting or call a special meeting.

Section 5. 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 Members and Friends. To the extent possible, at least ten (10) days notice shall be transmitted to the Members and Friends of any change or omission of meeting or special meeting. Failure to transmit a schedule of meetings or other meeting notice shall not invalidate a meeting.

Section 6. Elected officials of seven (7) Member Villages of the Association shall constitute a quorum for regular, annual and special meetings.

Section 7. Meetings shall be held in such locations as shall be decided upon by the Executive Board.

Section 8. Villages in good standing may be represented at the regular monthly and annual meetings of the Association, covered by dinner 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. A special invitation may be extended to such other people by the Executive Board or the President as invited guests of the Association. Other attendees at the regular monthly and

annual meetings of the Association, attendees at special meetings not covered by dinner assessments, and attendees at the annual testimonial dinner meeting of the Association shall be subject to a dinner charge.

ARTICLE IV VOTING AT 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 from that Member Village shall determine who shall cast the vote for the Member Village.

- 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 provided, 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 of 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. A vacancy in the office of the Treasurer shall be filled by appointment by the President of a mayor qualified to serve in such capacity 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. 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 on all receipts and disbursements and the bank accounts of the Association to the Executive Board at its meetings.

Section 4. PAYMENTS:

- (a) Payment of bills in total amounts of less than ten thousand dollars (\$10,000) may be made by credit or debit card or by checks signed or ordered by the President, Treasurer or Executive Director.
- (b) Payment of bills of ten thousand dollars (\$10,000) or more shall be by checks 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, ASSESSMENTS AND FEES

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. The fees of Friends shall be determined by the Executive Board.

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

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

ARTICLE VIII EXECUTIVE BOARD

Section 1. The Executive Board shall conduct the affairs of the Association 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, and (c) six (6) Village Mayors who shall be appointed annually by the President at or as soon as practicable after the annual meeting. Trustees serving as Executive Board members on August 1, 2020 may continue to serve and be reappointed. Should there not be three (3) eligible past presidents, the President may appoint such additional Village Mayors to bring the full complement of the Executive Board to thirteen (13).

Section 3. The President, at his/her discretion, or four (4) members of the Executive Board, may 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, however, members may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication, vote and be deemed present at no more than two (2) meetings during the period from July through the following June of the current Association year, provided that all persons participating in the meeting can hear each other at the same time.

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 of a Member Village; or
- (e) an absence from three (3) regularly scheduled meetings of the Executive Board during the period from July through the following June of the current Association year.

Section 8. Vacancies of appointed members of the Executive Board arising from any cause shall be filled by the President.

Section 9. No appointment by the President of Executive Board members, and in the event of a vacancy of a Treasurer, shall be made until at least seven (7) days after the proposed appointee's resume or other relevant information in writing is provided to the Executive Board members.

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, assessments and fees 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 retired who served at the time of his/her retirement in the capacity of Executive Director (or equivalent capacity) for at least five (5) years shall be an Executive Director Emeritus if so voted by the Executive Board. 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

Section 1. 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, and the President shall appoint the members of the committees other than the Advisory Committee.

Section 2. EDUCATION COMMITTEE: The Educational Committee shall monitor all legislation whether of Federal, State, County or Town, pending or enacted, that will affect, directly or indirectly, Villages in Nassau County, and, when appropriate, shall keep the Executive Board and the membership informed by oral reports at meetings or in writing at meetings or at other times.

Section 3. 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.

Section 4. NOMINATING COMMITTEE:

- (a) The Nominating Committee shall be appointed not later than the March regular 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.
- (b) 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.
- (c) 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.

- (d) The Nominating Committee shall provide for an alternate slate of officers in the event a nominee declines a nomination or becomes ineligible to serve.
- (e) 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. Notice of the report of nominations shall be transmitted by the Executive Director to each Member Village at least fifteen (15) days before the annual meeting.
- (f) Nominations other than those made by the Nominating Committee shall comply with Section 4 (c) 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. Notice of the report shall be transmitted by the Executive Director to each Member Village at least five (5) days before date of the annual meeting.

ARTICLE XI RULES OF ORDER

On all questions of Parliamentary Procedure or Rules of Order, the President's reasonable discretion shall govern.

ARTICLE XII CONFLICTS OF INTEREST

- Section 1. The Association shall adopt and maintain a Conflict of Interest Policy.
- Section 2. Each Executive Board member, Executive Director and Executive Director Emeritus annually shall complete and submit to the Association an annual Conflict of Interest Statement in such form as may be adopted, from time to time, by the Association.

ARTICLE XIII 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 alteration, amendment or repeal of these By-Laws.

ARTICLE XIV NOTICES AND ALTERNATE FORMAT MEETINGS

- Section 1. All notices and other communications hereunder shall be given by mail or sent electronically or by inclusion in Association newsletters.
- Section 2. Meetings may be held by means of a conference telephone or similar communications equipment or by electronic video screen communication when authorized by the Executive Board or, in extenuating circumstances, the President, provided that all persons participating in the meeting can hear each other at the same time.