

BY-LAWS OF THE DEMOCRATIC RURAL CONFERENCE OF NEW YORK STATE

I. - TITLE- The organization shall be known as "THE DEMOCRATIC RURAL CONFERENCE OF NEW YORK STATE".

II. - PURPOSE- The purpose of the conference shall be to represent and promote the interests of rural New Yorkers within the New York State Democratic Party and within the government of the State of New York.

III. - LEADERSHIP- The leadership of the conference shall be the Board of Directors, which is composed of five Officers and ten At-Large Directors.

IV. - MEMBERSHIP- All members of the New York State Democratic Committee who are elected to represent counties with a population of less than 250,000 and all Chairs of Democratic County Committees from counties with a population of less than 250,000 shall be members of the conference upon payment of annual dues which are set at the sum of \$10. Dues shall be due each January 1st and must be current for any person to participate or vote. When a person ceases to be a member of the State Committee or a County Chair, their voting membership in the conference shall cease. Honorary DRC memberships may be conferred upon such Democrats residing in DRC counties who have or are providing extraordinary service to the party or the DRC, such as serving in a statewide leadership position or holding statewide office. These memberships shall be conferred by majority vote of the membership or of the Board of Directors. Honorary memberships shall be non-voting and non-dues paying. Any registered Democrat who supports the goals of the DRC and pays dues may become a non-voting Associate Member of the DRC, entitled to receive copies of newsletters and meeting notices. The Board of Directors may revoke an Associate Membership, for any reason, by a two-thirds vote of those present and voting.

V. – MEETINGS OF THE MEMBERSHIP-

A. - The DRC shall hold an annual conference every year.

B. - The first organizational meeting shall be held on September 17, 1996. Subsequent organizational meetings shall be held every two years on the same day as the DRC Annual Conference held after January 1 in odd numbered years starting with January 1, 2011. Officers and one-half of the At-Large Directors shall be elected at the organizational meeting. Regular general membership meetings shall be held on the same day as each State Committee meeting. Special meetings may be called by the Chair or the Board of Directors. Upon the written request of 20 members, the Board of Directors shall call a special general membership meeting to consider a specific subject. Notice of all general membership meetings shall set forth the place, time, date and purpose of the meeting and each member shall be notified at least 10 days and not more than 30 days before the meeting.

C. - QUORUM- FORTY (40) members personally present shall constitute a quorum. No business may be transacted without a quorum.

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- D. - VOTING - Every member County shall be afforded 10 votes, equally divided between the State Committee Member (SCM) and the Chair of each county. In cases where the votes cannot be divided equally, the odd vote remaining will be exercised by the Chair of the county. A member may vote by a written proxy held by a registered Democrat from the absent member's county, so long as said signed proxy is registered with the DRC Secretary prior to the opening of the meeting. In the event that a County Chair is also a State Committee member, they may designate another registered Democrat from their County to cast their extra votes.
- E. - RULES OF PROCEDURE- Robert's Rules of Order Revised shall govern the conduct of all meetings, except in situations where these By-Laws conflict, in which case these By-Laws shall control.
- F. - ENDORSING CANDIDATES - The DRC will not endorse candidates.

VI. - OFFICERS and AT-LARGE DIRECTORS- Officers of the organization shall be the Chair, Vice-Chair, Secretary, Treasurer and Parliamentarian. There shall also be ten At-Large Directors. The five Officers and the ten At-Large Directors shall constitute the Board of Directors and shall all be elected to terms of two years.

- A. - ELECTION OF OFFICERS and At-Large Directors - The Officers and five of the At-Large Directors shall be elected to two year terms by the membership at the spring conference organizational meeting held in odd numbered years, and five of the At-Large Directors shall be elected to two year terms at the spring conference organizational meeting held in even years, so that one-half of the At-Large Directors will be elected in even years and one-half will be elected in odd years. _The Nominating Committee and the Secretary shall oversee the election process, except no one who is a candidate shall participate in overseeing the process with regard to that particular office. The Nominating Committee is responsible for endeavoring to present members with a ballot of candidates that offers the opportunity to elect a Board of Directors which represents the regional geographic diversity of the DRC. The Nominating Committee shall address this responsibility by: recruitment of candidates; by educating the membership to the geographic distribution of the Board; providing the membership with maps or lists of counties and regions demonstrating representation by incumbents and candidates; and by other means that encourage the election of a broadly representative Board of Directors that includes all DRC regions and as many counties as possible.
- B. - Voting for Officers and At-Large Directors shall be by written secret ballot, except in the cases where the positions being elected are equal to or more than the number of candidates that have declared or have been nominated from the floor, in which case the Nominating Committee chair may entertain a motion to elect the candidates by acclamation.
- C. - DUTIES OF THE OFFICERS - The Chair shall preside at all meetings of the members and the Board of Directors. The Chair shall also annually report, in writing, to the members and shall perform such other duties as are necessarily incident to the office of the Chair. The Vice-Chair shall, in case of death or absence of the Chair or the Chair's inability to act for any reason, perform the duties of the Chair. The Secretary shall give notice of all meetings of the members and the Board of Directors and keep a record of their proceedings; the Secretary shall also conduct

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correspondence and carry into execution all orders, votes, and resolutions not otherwise committed. The Treasurer shall collect all dues and other income and shall keep a list of all members and the date their dues were paid; the Treasurer shall also keep an account of all money received and expended and shall make a report at each meeting and at any other time requested by the Chair; all money shall be deposited in a bank approved by the Board of Directors and disbursements shall only be made upon a voucher approved in writing by the Chair; funds may be drawn only upon signature of the Treasurer; the funds, books and vouchers in the Treasurer's hands shall at all times be under the supervision of the Board of Directors and, at the expiration of the Treasurer's term shall be turned over (with any other property) to the new Treasurer.

VII. – BOARD OF DIRECTORS

- A. - ELECTION OF AT-LARGE DIRECTORS – Refer to Section VI A
- B. - MEETINGS OF THE BOARD OF DIRECTORS- There shall be at least two in-person meetings of the Board of Directors each calendar year as well as conference call meetings as needed. Meetings of the Board of Directors shall be held upon call by the Chair or the written request of 3 members of the Board of Directors. Notice of any meeting shall set forth the place, time, date and purpose of the meeting and shall be e-mailed or mailed (if a member does not have e-mail) to each member at least 5 days before the meeting. Each member of the Board of Directors personally present shall have one vote; there shall be no proxy voting.
- C. - QUORUM - Eight members of the Board of Directors shall constitute a quorum and no business may be transacted without a quorum.
- D. - MANDATORY ATTENDANCE - The office of any member of the Board of Directors who fails to attend 3 consecutive meetings shall automatically become vacant.
- E. - VACANCIES- Any vacancy in the office of an officer or director shall be filled by a vote of the Board of Directors until the General Membership meeting at the next spring conference. At the Spring Conference General Membership Meeting, the full membership shall fill the vacancy for the completion of the term of the office left vacant.
- F. - COMMITTEES- Besides the Board of Directors, there shall be such ad hoc committees as the Chair directs. There shall also be the following standing committees:

Issues - to examine issues and develop possible positions on those issues for consideration by the Board of Directors and the Members.

Outreach - to further communication within the DRC and beyond.

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Politics- to assess candidates, advocate for the empowerment of the DRC and its members at all levels of government and the party, and to carry out political operations of the DRC.

Events- to plan and implement DRC events and establish a DRC presence at other events.

Audit- to audit the records of the DRC Treasurer at least every 2 years, plus whenever the office of Treasurer changes hands.

Nominating- to receive and report on declarations of candidacy on the Board of Directors, to oversee the election thereof , and to seek geographic balance on the Board of Directors, as set forth above under Election of Officers and At-Large Directors.

G. - Membership on all committees shall be by appointment of the Chair, with each committee to consist of as many members as the Chair may deem advisable. The term of each committee member shall end immediately upon the opening of the biennial organization meeting. The Chair shall be an ex-officio member, with right to vote, on all committees. Candidates for Officer or Director shall not be eligible to serve on the Nominating Committee.

H. - COMPENSATION OF THE BOARD OF DIRECTORS- There shall be no compensation of Officers and Directors.

VIII. - AMENDMENTS- These By-Laws may be amended by a majority vote of the voting members present (in person or by proxy) at any duly called meeting where the notice of the meeting has included the proposed amendment, or by a two-thirds vote from the body without prior notice.

October 8, 2005

As amended on October 1, 2007

As amended on May 31, 2009

As amended on September 30, 2009

As amended on September 21, 2010

As amended on April 27, 2013

As amended on April 18, 2015

As amended on