

DEMOCRATIC RURAL CONFERENCE OF NEW YORK STATE BY-LAWS

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 Officer and ten At-Large Directors.
- IV. MEMBERSHIP:
 - A. 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. Where a county committee has certified that it has elected co-equal co-chairs, both co-chairs shall be recognized as DRC members and shall split the votes allocated to the chair in that county. 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 nonvoting 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.
 - B.
- V. The Democratic Rural Conference welcomes all registered Democrats who share our concerns to become Associate Members, who will receive all DRC communications and be invited to all DRC events. They may serve on committees and attend Board meetings, if they choose. Annual dues will be set by vote of the Officers and Board of Directors.

Full voting membership of the DRC consists of all county Democratic Chairs in counties with populations of fewer than 250,000 and all members of the New York State Democratic Committee from those counties. Dues shall be paid on a county basis annually, with each county paying an equal amount due in January. Each county must

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pay its dues before its Chair and State Committee Members are eligible to vote. This dues structure will go into effect January 1, 2022.

VI. 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 either in person or through electronic videoconference platform (Zoom, Skype, Lifesize) shall constitute a quorum. Telephonic participation does not fulfill quorum participation. No business may be transacted without a quorum.
- D. .
- E. 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. Should a vacancy exist in a DRC position by virtue of a vacant State Committee position, the county chair from that county may submit to the nominating committee a written statement of his/her intention to recommend a replacement to fill the NYSDC vacancy. The replacement must be eligible to serve in that state committee seat and be current in DRC dues. The appointee will be considered eligible to vote as a DRC member, regardless of whether the NYSDC has acted on the appointment. In the case of a vacancy in a county chair position, any replacement provided by the succession provisions of that county committee's bylaws shall be accepted as an eligible voting member.

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instance that the number of people serving a member County as SCMs and Chair exceeds 10, those individuals must determine how the 10 votes apportioned to the member County are divided with each vote retaining its value as equal to one vote. ...

- F. 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.
- G. 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, except Vice-Chair North, Vice-Chair Central, Vice-Chair Catskill/Hudson and Vice-Chair West, 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, except Vice-Chair North, Vice-Chair Central, Vice-Chair Catskill/Hudson and Vice-Chair West, 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.

Vice-Chair North, Vice-Chair Central, Vice-Chair Catskill/Hudson and Vice-Chair West will be elected by caucus of qualified voters from the constituent counties for each vice-chair position during the DRC, prior to balloted election of

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the Board of Directors. These positions will be elected through caucus in even numbered years.

Vice-Chair North will be a resident of and represent members from Clinton, Essex, Franklin, Fulton, Hamilton, Herkimer, Jefferson, Lewis, Saratoga, St. Lawrence, Warren or Washington counties. Vice-Chair Central will be a resident of and represent members from Broome, Cayuga, Chemung, Chenango, Cortland, Madison, Oneida, Oswego, Schuyler, Seneca, Tioga or Tompkins counties. Vice-Chair Catskill/Hudson will be a resident of and represent members from Columbia, Delaware, Greene, Montgomery, Otsego, Putnam, Rensselaer, Schenectady, Schoharie, Sullivan or Ulster counties. Vice-Chair West will be a resident of and represent members from Allegany, Cattaraugus, Chautauqua, Genesee, Livingston, Niagara, Ontario, Orleans, Steuben, Wayne, Wyoming or Yates counties. ...

- 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 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)

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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.

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.

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- 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 April 16, 2016

As amended on October 2, 2017

As amended on April 14, 2018

As amended on October 15, 2019

As amended on January 13, 2021

As amended on May 31, 2021