

# Constitution and By-Laws

**New York State Trappers Association, Inc.**

**As adopted at the June 14<sup>th</sup> 2008 Board of Directors Meeting**

**Herkimer New York**

Revisions adopted October 20, 2012

Revisions adopted April 26, 2014

Revisions adopted July 15, 2023

## ARTICLE I

**Section 1:** The name of this corporation shall be the New York State Trappers Association, Inc. Thereinafter referred to as NYSTA.

## ARTICLE II

### Section 1: Purposes

This Corporation *is organized and shall be operated* in the following matter:

- A. To provide an organization within which people, through individual membership, with common interest in; being proactive in protecting the traditions and values of trapping, the lawful rights of trappers, the conservation – the wise use of natural resources - of furbearing animals, other wildlife and wildlife habitat and the enjoyment of nature in all its aspects, may recognize their common interest, and have a means of expressing and furthering those interests, traditions and values.
- B. To further the purposes of this Corporation and the privilege to trap by means of communication, *education, lobbying*, or other appropriate activity, inform the general public about trapping and trapping laws in New York State to any audience.
- C. To maintain an open dialog with the NYS Department of Environmental Conservation and other state and federal agencies, any other jurisdictions and any recognized outdoor organizations for the betterment of all. This dialog is intended to provide an avenue for two-way communications and be a strong voice in support for trapping, the management and protection of fish and wildlife species, for the acquisition, access and for improvements in habitats for furbearers and other fish and wildlife species.
- D. *To encourage dialog throughout all levels of the organization*, locally through the individual Chapters or more formal dialog thorough meetings with the Officers and the Board of Directors or as a whole, when deemed necessary, by the Officers and the Board of Directors, by a special mailing to all members in good standing. The purpose of this dialog is for the betterment of trapping conditions and the protection of furbearing animals, plus other fish and wildlife.
- E. NYSTA will work for cooperation and good will between landowners, other users of the resource and trappers.
- F. To work with individuals, industry, agriculture and government to arrive at workable and logical solutions to furbearer and wildlife problems, and to actively participate in writing, sponsoring and supporting activities to achieve these solutions.
- G. To work toward the continued protection and management of important habitats and land reserves including the remaining wetland habitat for furbearers and other wildlife species of our state.
- H. In furtherance, but not limitation of the foregoing purposes, the Corporation shall have the power and authority:

1. To receive and administer funds and contributions received by gift, deed, bequests, or devise, and otherwise to acquire money, securities, property rights, goods and services, or every kind and description, and to hold, invest, expend, contribute, use, sell, or otherwise dispose of any money, securities, property rights, goods or services so acquired for the purposes above.
2. To do all such other acts as are necessary or convenient to accomplish the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do and are not forbidden by law or by the Certificate of Incorporation or the By-Laws of the Corporation.
3. To have all powers that might be conferred upon charitable corporations formed under the laws of the State of New York governing corporations without capitol stock.

**Section 2: NON-PROFIT, EXCLUSION OF PRIVATE GAIN OR BENEFIT, DISSOLUTION OF THE CORPORATION:**

- A. The Corporation shall be and remain one of strictly nonprofit and all funds and contributions received shall be used to pay actual expenses, hire people as necessary, support wildlife research programs, trapper education programs, public information and related programs as outlined in Section 1 of Article 11 for the improvement of trapping.
- B. No part of any receipts of the Corporation shall inure to the benefit of any member or individual. Upon dissolution of the Corporation, no member shall be entitled to any distribution or division of its *remaining* property or its proceeds.
- C. If for any reason it becomes necessary to dissolve this Corporation, any property remaining after payment of the just debts of the Corporation shall be transferred to such other corporation, association, trust fund or foundation of a like nature exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar provisions of any future applicable federal income tax law by a majority vote of the Officers and the Board of Directors shall determine, to be administered and used in such manner as will best accomplish the general purpose for which this Corporation is organized.

**ARTICLE III**

**Section 1: MEMBERSHIP:**

Membership in this Corporation is open to all persons subscribing to its purposes. Membership shall run for one-year from the month signed up or renewed, upon payment of the appropriate dues. A schedule of dues shall appear at least annually in the Trap-Lines Newsletter, and on dues notices and in membership brochures, Names of honorary members, (members who pay no dues) for an indefinite period may be put forward by the President or Executive Board or both, and approved by a majority vote of the Board of Directors. All dues categories and any other requirements and benefits may be amended by the Board of Directors after seeking input from the Treasurer and by a majority vote in favor by the Officers and Directors of NYSTA.

## **Section 2: ANNUAL MEETINGS/CONVENTION/RENDEVOUS:**

The Annual Fall Convention/Rendezvous of the members of this Corporation shall be held on the designated dates as determined and designated by the Officers and Directors. Both members and non-members are encouraged to attend and participate in the activities being offered. The rendezvous will provide vendor opportunities, highlight educational opportunities for all ages, and provide opportunities to interact with NYS Department of Environmental Conservation, and other professional agencies. A membership meeting will be held to bring members up to date on NYSTA's activities and the current status of the organization. There will also be time set aside for NYSDEC or any other agency to address the group, with a question-and-answer period.

1. An Event Coordinator's position may be created by the NYSTA Board of Directors. The purpose of this position is to assure a smooth working relationship (for the benefit of the membership) between NYSTA and the volunteers, vendors, and the facility where the event will be held for the Fall Convention/Rendezvous, and any other events approved by the Board of Directors. This person will have the responsibilities of the planning, organizing and developing a complete event itinerary and anything else the Executive Board and the Executive director may require to accomplish such event, in consultation with the Board of Directors. This position may be filled by a NYSTA Officer or Director, a volunteer, or a staff person who is a NYSTA member in good standing. Qualifications, guidelines and/or job description will be developed by the Executive Board and the Executive Director and approved by the Board of Directors. The Executive Board may then at its discretion, recruit, hire and terminate this person pending the approval of a majority vote of  $\frac{3}{4}$  of the Board of Directors. A salary or compensation will be developed by the Executive Board and the individual and must be approved by the Board of Directors in compliance with state and Federal Laws and regulations.

B. NYSTPA may hold an Annual Membership Conference to be held on a designated Saturday and/or Sunday during the first half of the year.

1. This conference is primarily for the benefit of and to encourage dialog within the Membership. All members of NYSTA will be invited and welcomed to attend.
2. During the conference the County Representatives may submit an oral and/or written report of their local chapter's activities to the membership in attendance and the Officers and the Board of Directors. This is also their opportunity to propose ideas and concerns to the entire Board of Directors.
3. The location of this conference will rotate each year as determined by the Board of Directors to allow members throughout the State a better opportunity to attend. Once every four years (following gubernatorial elections), this conference will be held in Albany. With the exception of the Albany conference, conferences will not be held in the same area more than once in a five-year period. The type of facility necessary to host conference will be based on criteria developed by the Executive Director with input from others where necessary and approved by the majority of the Board of Directors.
4. A budget for the Conference will be developed by the appropriate Regional Director, the Executive Director and the Executive Board. At a minimum the budget must be balanced.
5. At this conference, the formal installation of new Officers or Directors and the administration of the oath of office will be performed by the Secretary.

6. The President will deliver an annual report on the status of NYSTA.
7. The Conference agendas, special guests, legislators and other speakers, fundraising events, and the general planning of the Conference events will be developed by a new Committee, the NYSTA Annual Members Conference Committee, chaired by the Executive Director.
8. Time will be set aside for a presentation by the NYDEC Commissioner, Legislators and any other Agency or organizational leaders that are appropriate, to bring members up to date on trapping and natural resources management in New York.
9. The Executive Director will give a format legislative update on trapping and natural resource issues facing NYSTA.

### **Section 3: SPECIAL MEETINGS**

Special meetings of the members may be called at any time by the President with a majority vote in favor by the Board of Directors and shall be called upon written request of a least ten percent (10%) of the membership.

### **Section 4: NOTICE OF MEETINGS**

NYSTA shall make all reasonable efforts to notify the membership of both special and annual meetings either through a special mailing, publication, e-mail or telephone.

### **Section 5: VOTING**

- A. To have voting privileges, a member must be in good standing with dues paid in full and at least 16 years old.
- B. Special mail votes of members with voting privileges shall be taken on matters deemed necessary by the Board of Directors.

### **Section 6: RULES OF ORDER**

This Constitution and these By Laws shall prevail; all other business and meetings shall be governed under Roberts Rules of Order, the current edition.

## **ARTICLE IV**

### **EXECUTIVE BOARD AND MEETINGS OF THE EXECUTIVE BOARD**

#### **Section 1: NUMBER, ELECTION AND QUALIFICATIONS:**

The Corporation shall be governed by an Executive Board consisting of five (5) members; the President, Vice President, Secretary, Treasurer and the immediate Past President. One Regional Director shall be chosen by a vote among the Board of Directors at the first meeting of the calendar year for a three-year term. This person will only have a vote on the Executive Board needing to recuse themselves because of a conflict of interest or in the event of an unexpected vacancy.

## **Section 2: POWERS AND DUTIES:**

- A.** The Executive Board shall have general power to manage and control affairs and property of the Corporation and the funds of the Corporation shall be expended or applied in accordance with the purposes of the Corporation only may be directed by Authorization if the Executive Board between meetings of the Board of Directors. The amount that may be expended between meetings must be approved annually by the Board of Directors at the first Board meeting of the year. Without limiting the generality of the foregoing, the executive Board shall have the following specific powers:
1. To call a meeting of the Corporation whenever they deem necessary by giving notice thereof as required by the By Laws
  2. To carry out all the powers and duties of the Board of Directors in between the general meetings of the Corporation and Board of Directors.
  3. To advise the Board of Directors to fix the compensation if any is deemed advisable of the officers and employees.
- B.** The Executive Board, the Executive Director, the chairs of the Fundraising Committee(s) and anyone else they deem important shall annually develop a balanced budget.

Timeline for developing the budget:

1. By the early summer (June) Board of Director's meeting, the President provides the proposed budget to the Board of Director's for discussion
2. By the late August/September Board of Director's meeting, the budget is either adopted or modified.
3. Fiscal Year starts November 1.

## **Section 3: ELECTION AND TERM:**

- A.** The term of members of the Executive Board shall be for three years or from election of officers to election of officers
- B.** The Board of Directors shall elect one Regional director to the Executive Board every three years. This member shall not succeed themselves, but is not limited to one term.
- C.** Any vacancy in the Executive Board that may occur by death, resignation or otherwise, may be filled for the unexpired term by a vote of majority of the Board of Directors at any meeting of the Corporation.

## **Section 4: AGENTS**

- A.** The Executive Board may at its discretion, recruit, hire and terminate an Executive Director and any support staff, pending approval of a majority vote  $\frac{3}{4}$  of the Board of Directors.

- B. The Executive Director shall answer to the Executive Board through the President. The Executive Director will maintain excellent communication (both written and verbal) with the President. The Executive Director's salary will be determined by the Executive Board with input from the Treasurer and approved by a majority vote of the Board of Directors. An annual performance review of the Executive Director will be conducted by the Executive Board within thirty days of the anniversary of the hiring date.

**Section 5: MEETINGS**

Meetings of the Executive Board shall be held at any time at the call of the President. When Executive Session is called for by the Executive Board, only the voting members of the Board and/or invited individuals may attend.

**Section 6: Quorum:**

Three members of the Executive Board shall constitute a quorum for the transaction of business.

**Section 7: Place of Meeting:**

Meetings of the Executive Board may be held at such places as may be designated in the notices of the meeting.

**Section 8: Notice of Meeting:**

Notice of any meeting of the Executive Board may be done if served personally. If given by telephone, email, or fax, or if placed in the mail with postage prepaid, addressed to each member at their last known post office address or at least seven days before the meeting. The Board member must respond prior to the meeting whether they will attend.

**ARTICLE V**

**Section 1: DESIGNATION OF OFFICERS:**

The officers of the Corporation shall consist of a President, Vice President, Treasurer and Secretary. Each officer shall have a vote during Board meetings in accordance with Robert's Rules of Order.

**Section 2: Election and Term of Office:**

- A. The officers of the Corporation except for the Treasurer shall be elected by a mail ballot vote of the membership with voting privileges. Each eligible fully paid membership is entitled to vote. All Officers except the President, elected therein shall hold office for a three-year term without limitation of the number of terms they may serve. The President shall hold office for a three-year term but shall not be elected more than two terms in succession. The Treasurer shall also serve a three-year term with no term limits but will be elected from names submitted to the President and then voted on by a majority vote of the remaining Officers and Board of Directors.
- B. All candidates for the office in NYSTA shall be at least 21 years of age. They shall also be a NYSTA member in good standing and have been actively involved in NYSTA, (which may include an elected leadership role in one of NYSTA's affiliated Chapters) for at least four years. A member in good standing means; their membership dues are current; they have not been a member of any organization(s) considered subversive or contrary to NYSTA's beliefs and goals. Candidates also shall not have engaged in conduct deemed prejudicial to NYSTA. Candidates must have also held a trapping license and they must meet any other criteria set by the nominating committee.

- C. The Nominations/Election committee shall consist of at least three and no more than or five people, only one of whom may be a member of the Board of Directors, one may be a past president and one County Representative and none of the remaining members shall be Officers.
- D. Candidate nominations must be submitted to the Nominations/Elections Committee no later than June 30<sup>th</sup> of election year.
  - 1. Nominations must be made in written form and must contain the name and address of the nominee and a petition must be signed by five members in good standing, who shall also include their name and addresses.
  - 2. The Nominations/Election Committee will compile all the names to be on the ballot.
  - 3. The Nominations/Election Committee shall review the candidates' qualifications to run for office and determine their eligibility 30 days prior to the Fall Convention/Rendezvous, where the names will be announced.
- E. Printed ballots shall be mailed to each voting member in good standing by first class mail or first-class bulk mail, in an envelope that is clearly marked on the outside: OFFICIAL BALLOT. Voting member's signatures must be included with the ballot in the designated location in order to be considered valid and counted. Write-in candidates are ineligible for election and those ballots shall be voided and not counted. During uncontested elections, either the Board of Directors by majority vote may decide that the Trap-Lines newsletter will contain the official ballot, with that page duly marked OFFICIAL BALLOT, or if all offices are uncontested the Board of Directors will direct the Secretary to cast one vote for the candidate. The cost of printing and mailing the ballots for the election of Officers will be the responsibility of NYSTA.
- F. Ballots will be mailed to the membership by NYSTA in mid-January and no less than a minimum of 30 days prior to the Annual Member's Conference. If there is no Annual Members Conference scheduled for the year, the Board of Director's will pick and announce the date the ballots must be returned by. Ballots must be returned to the election committee five (5) days prior to the Annual Member's Conference or by the announced date to the designated address. No ballots will be accepted at the Annual Members Conference.
- G. This will go into effect with the next election following the approval of these By Laws.

**Section 3: POWERS AND DUTIES OF THE PRESIDENT:**

- A. The President shall preside at all meetings of the Executive Board and shall create the agenda and preside over the Board of Directors meetings of the Corporation, and in general shall perform all duties incidental to the office of President and such duties as may be assigned by the Board of Directors.
- B. The President is NYSTA's official spokesperson, unless the Presidents designates someone else.
- C. With the approval of the Board of Directors, the President may appoint committees or committee members and may confer upon them or delegate to them such powers not inconsistent with law or the express provisions of these By-Laws as they may deem necessary or advisable and shall have power to remove them as necessary.



- D. The current standing committees of the Corporation are: The Fall Rendezvous/Convention Committee, the Annual Member's Conference Committee, Scholarship Committee, Budget Committee, Nomination/Election Committee, Fund Raising Committee and the Joint Trapping Initiative (JTI) Committee.
- E. The President is the Chairperson of the Budget Committee and shall see that a complete and balanced budget for the coming fiscal year is presented to the Board of Directors by November 1<sup>st</sup> and to the membership at the Annual Members Conference.
- F. The President shall identify and recommend individuals to fill in interim vacancies on the Board with approval from the Board until the next scheduled Regional Election.
- G. The President, Officers and members of the Board of Directors of NYSTA shall behave in a dignified and professional manner and not engage in conduct deemed prejudicial to NYTSTA.
- H. The President shall have a small "Sunshine Fund", the amount set up but the Board of Directors annually for the purchase of cards, flowers, etc.

**Section 4: POWERS AND DUTIES OF THE VICE PRESIDENT:**

- A. The Vice President shall perform all duties of the President in the absence of the President and such duties may be assigned by the President.
- B. The Vice President shall assist the President in the discharge of duties and shall perform the duties of the President during any absence, incapacity, death, resignation or disqualification for office.
- C. Chairing the Fall Convention/Rendezvous committee and developing the itinerary of the Rendezvous defaults back to the Vice President if there is no event coordinator.
- D. Manages all of the educational informational material for NYSTA

**Section 5: POWERS AND DUTIES OF THE TREASURER:**

- A. The Treasurer shall keep a financial record of the Corporation, shall perform all duties incidental to the office prescribed by law or these By Laws.
  - 1. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank (s) or trust companies, as the Executive Board may from time to time designate.
  - 2. The Treasurer shall sign checks drafts, notes and as prescribed by the By Laws, shall execute in the name of the Corporation, contracts and other instruments unless the Executive Board shall otherwise determine; providing that any promissory note of the Corporation or check is over a set amount determined annually by the Board of Directors must be countersigned by the President.
  - 3. The Treasurer shall at the Annual Member's Conference and at any meeting of the Corporation or Executive Committee, present a full statement of the finances of the Corporation.

4. The Treasurer shall collect the dues and the member's names, birth dates, and addresses. The Treasurer shall maintain the membership list, handle the mailing for the election of officers and make available to Regional Directors that segment of the mailing lists pertaining to their region, unless designated to someone else to maintain by the Executive Board.
  5. The Treasurer may be assigned to perform other duties from time to time by the Executive Board.
  6. The Treasurer's compensation shall be reviewed and established annually by the Board of Directors.
- B. The books of the Corporation shall remain open to inspection by members at any time. An internal audit of all of the books of the Corporation shall be performed every two (2) years.

**Section 6: POWERS AND DUTIES OF THE SECRETARY:**

- A. The Secretary shall keep and record all minutes of all meetings of the Corporation, shall perform all duties incidental to the office prescribed by law and these By Laws
1. Minutes should reflect by a short synopsis of the action or discussion of all agenda items. Motions and votes should have a detailed account of discussion, pros and cons. A record of roll call votes should be kept.
  2. The Secretary should also keep a record of the tasks and deadlines the President assigns to other people.
  3. The Secretary should also accurately maintain the files and records of NYSTA's correspondence, positions, policies and history. These files may be kept as hard copies and/or as electronic files, one kept by the Secretary, another by the President, one for the Executive Director and one for the Treasurer.
- B. The Secretary administers the Oath of Office, at the Annual Member's Conference or no later than May 15<sup>th</sup>.
- C. The Secretary's compensation will be reviewed and established annually by the Board of Directors.

**Section 7: VACANCIES:**

Any vacancies occurring among the Officers of the Corporation may be filled by a majority vote of the Board of Directors for the unexpired balance of any term in such office or position.

**Section 8: FREQUENCY OF EXECUTIVE OFFICE:**

No Person shall hold more than one Executive office at a time

**ARTICLE VI**

**Section 1: BOARD OF DIRECTORS (Regional Directors) OF NYSTA: Number, Election, Qualifications, and Terms and Office:**

The Board of NYSTA shall consist of 13 Directors, 4 Officers, the immediate past President, The FTA and NTA Director and up to 3 additional past Presidents.

**Section 2: ELECTION of REGIONAL DIRECTORS:**

- A. The Regional Director shall be elected to the Board of NYSTA by a mail vote of all the current eligible voting members on NYSTA's membership list for that Region.
- B. A Regional Director shall be elected for a term of three (3) years and they may succeed themselves.
- C. Each Region will have its own Nominations/Elections Committee and qualifications to run for office which must at a minimum meet standard set forth in these By Laws under Article V, Section 2B. The formal process of these elections will begin 60 days at the passage of these By Laws.
- D. The election ballot mailing will be conducted by the Treasurer of NYSTA or their designee after receiving the list of qualified names. The cost of printing and mailing the ballots will be paid by NYSTA. The ballots shall be sent to the Regional Nominating committee with the results forwarded to NYSTA.
- E. In regions with no organized local chapters, the President shall identify and with a majority vote of the Board of Directors appoint an interim Regional Director who would act as the Regional Director for two years with voting privileges until the scheduled election for that region.

**Section 3: QUALIFICATIONS:**

- A. All Regional Directors in NYSTA shall be at least 21 years of age, a NYSTA member in good standing and have been actively involved in NYSTA. (which may include one of its affiliated chapters and in an elected or leadership role) for at least 4 years.
- B. Candidates shall not have been a member of any organization considered subversive or contrary to NYSTA beliefs and goals. Candidates shall not have engaged in conduct deemed prejudicial to NYSTA.

**Section 4: POWERS AND DUTIES:**

- A. The Board of Director's shall be the governing body for the purpose of managing the affairs, property and funds of the NYSTA. The funds of the Corporation shall be expected or applied in accordance with the purposes of the Corporation.
- B. Among the duties of the Regional Director are: organizing, recruiting and maintaining the objectives of the Corporation, educating and getting the views of trappers in their Region, communicating with the NYSDEC and others.
- C. After each Board of Director's Meeting, the Director is required to meet with their County Representatives (within 30 days) to bring them up to date on NYSTA activities and to get input from them to bring back to the next Board meeting to discuss and compile the recommendations of the various regions or at special meetings called by the Executive Board.
- D. The Board of Directors shall:
  - 1. Make rules and regulations not inconsistent with these BY Laws for the guidance of the Officers and management of the business and affairs of the Corporation

2. Incur such indebtedness as they may deem necessary not contrary to the laws of the State of New York. No member of the Corporation shall go into debt for the Corporation without previous approval by the Board of Directors.
3. Fix the compensation, of any Officers and employees.
4. Advise the Executive Board and to perform such other tasks as may be assigned to them by the President, and/or Executive Board
5. A NYSTA member in good standing may be elected to be a National Trapper's Association Director and a NYSTA member in good standing to be a Fur Takers of America Director. They shall also be members in good standing of their respective organizations (NTA and FTA)

E. These Directors shall:

1. Have their names on the ballot during the elections for officers and have been elected to their positions by entire membership.
2. Shall serve a term of office of three (3) years with no term limits
3. Will represent and carry NYSTA's voice and views at Fur Takers of American and National Trapper's Association Board meetings. Upon their return from those functions, they shall give a full report to the Board of Directors at the next regularly scheduled Board of Director's meeting
4. Will give a report at the General Membership meeting at NYSTA's annual Convention (Labor Day)
5. Will perform other duties as determined and assigned by the Board of Directors
6. They shall recuse themselves from voting on any financial or policy issues as they relate to either NTA or the FTA

**Section 5: TERMS:**

- A. Directors shall have 3-year terms, they may succeed themselves.
- B. The timetable for establishing this election cycle shall be determined by the Board of Directors within 60 days after approval of the By Laws.

**Section 6: PAST PRESIDENTS**

Up to 4 (four) past Presidents may be members of the Board of Directors with the same rights and responsibilities. No vote is required for the immediate past President. The Board of Directors shall hold an election among themselves at the first Board meeting of the year if more than 3 (three) additional past Presidents wish to remain as active voting members of the Board. The immediate past President and the top 3 (three) names that received the most votes will be the past Presidents. These past Presidents shall have 3-year terms and may run for re-election, Past Presidents may resubmit their names during the next election cycle even if they were not elected the previous time or have not been inactive for a period of time greater than 5 years.

## Article VII

### Section 1: MEETINGS AND REQUIREMENTS OF VOTING MEMBERS OF THE BOARD

NYSTA Officer's and Director's meetings, a quorum of 10 is needed for the transaction of business.

### Section 2: VOTING MEMBERS OF THE BOARD

- A. The Officers, the Regional Directors and the up to four past Presidents (which includes the immediate past President), the FTA Director and the NTA Director (all in good standing) are the voting members of the board of Directors of NYSTA, each having one vote.
- B. IF a voting member of the Board has 3 unexcused absences in a row they are automatically removed, 2 unexcused absences in one year, then that individual is under review by the Board of Directors.
- C. Excused absences (as defined by the President and the Executive Board annually) must be given to the President either in written form, e-mail or by phone no later than 48 hours before the meeting for purposes of determining whether a quorum will be present.
- D. All voting members of the Board are required to fully disclose real, potential and perceived conflict of interests to the Board and recuse themselves when necessary.

## ARTICLE VIII

### Section 1: LOCAL CHAPTERS

- A. There may be formed, affiliated local chapters of the NYSTA, Inc. provided that there are at least ten (10) members in good standing of NYSTA shall meet and vote to form such a chapter. The purpose of the affiliated local Chapters shall be to promote the objectives of the Corporation through closer alliance with the trappers on the local level.
- B. In order to qualify as a NYSTA affiliated Chapter, the Chapter must maintain at least a 50% membership in NYSTA within a year of being formed. All Chapter members are encouraged to be NYSTA members also. The officers of affiliated local Chapter must be NYSTA members in good standing. NYSTA shall annually send a renewal form to new and existing affiliated local Chapters by November 1. This renewal form, dues and statements needed by NYSTA to be in compliance with State and Federal Laws and regulations must be returned no later than December 31. Failure to do so forfeits the privileges granted by being an affiliate local Chapter.
- C. Only those affiliated local Chapter members who are also members in good standing of NYSTA and on NYSTA's membership list shall have a vote in elections for Regional Director.

### Section 2: COUNTY REPRESENTATIVES

- A. The County Representative shall be at least 18 years of age.
- B. They shall have 2 years of NYSTA membership in good standing

- C. The County Representative shall serve a three-year term that coincides with the term of the President. The term of office shall expire at the same time as the current President, providing the President is serving a complete term. They may serve multiple terms if they are reappointed by the President elect and confirmed by the Board of Directors. In order to be reappointed, the County Representative must submit a request in writing to their Regional Director asking to be considered to serve in that position. Failure to forward a written request 30 days following the NYSTA Presidential election will be interpreted that the County Representative is no longer interested in service and a new appointment shall be made. All County Representatives will be confirmed by the Board of Director's at the first meeting presided over by the President after election. To become a County Representative or to be reappointed, the individual must submit in writing to the respective Regional Director or the President, if the Regional Directors position is unfilled, the following items:
  - 1. Request to be appointed/reappointed
  - 2. If being reappointed, a list of accomplishments during the last term of office. If requesting appointment, a list of recent accomplishments in another club or organization
  - 3. Their goals for the next three-year term
- D. If more than one person applies to be a County Representative, the requests go to the NYSTA Board of Directors and they vote for the best candidate. If there is an affiliated local Chapter, they can forward the name of the County Representative to the Regional Director.
- E. The County Representatives shall in their area of responsibility, work to organize trappers into affiliated local Chapters to further NYSTA's mission and goals. If the Regional Director cannot attend a local Chapter's meeting, the County Representative shall disseminate information they have received in a written report from their Regional Director.
- F. The County Representative shall also report in written form, information back to the Regional Director on issues of concern to local trappers.
- G. They will meet with their Regional Director as needed to exchange information, but they shall meet with their Regional Director within 30 days after a NYSTA Board of Director's meeting to receive current updates.
- H. County Representatives shall be central to the Annual NYSTA Annual Members meeting held in April.

## **ARTICLE IX**

### **Section1: FINANCE**

- A. Requests for expenses below a set amount, determined annually by the Board of Directors, incurred by the President shall be presented to the Treasurer. Such actions shall only take place in between meetings of the Board of Directors.
- B. Prior to attending FTA's or NTA's meeting an approved method of travel and the level of expenses that will be reimbursed by NYSTA will be determined by the Board of Director's consultation with the respective NTA and FTA Directors.

To be reimbursed for those expenses, actual receipts and a trip report must be submitted. A cash advance may be given in consultation with the respective NTA and FTA Directors and the Board of Directors with this final amount determined by the Board of Directors.

## **ARTICLE X**

### **Section1: CONTRACTS**

The Board of Directors of Executive Board may authorize any Officer, the Executive Director or agents in the name of and on behalf of the Corporation, to enter into any contract or to execute under the Corporate Seal or otherwise and to deliver any instrument and such authority may be general or confirmed to specific instances and unless so authorized, no officer or agent or employee shall have the power to or authority to bind the Corporation by any contract or engagement to any amount.

## **ARTICLE XI**

### **Section1: FISCAL YEAR**

The fiscal year of the Corporation shall commence with the first day (1) of November and shall terminate with the (31) day of October in each succeeding calendar.

## **ARTICLE XII**

### **Section 1: BY LAWS, ALTER, AMEND or RESCIND:**

An Amendment is defined as any proposal that adds to, deletes from or changes the intent of any portion of these By-Laws.

### **Section 2: PROCEDURE:**

- A. Any proposed amendment must be endorsed by five (5) members of the Board of Directors (BOD) of fifty (50) NYSTA members in good standing.
- B. A Proposed Amendment so endorsed shall be present to the BOD in writing, with a justification for the proposal attached thereto, at a regularly scheduled meeting or at a meeting called specifically for this purpose. A By-Laws Committee shall be taken to review the proposed amendment and provide recommendations to the BOD at a regularly scheduled meeting or at a meeting called for this purpose. A quorum of BOD, as defined in Section VIII or the current By-Laws, as amended April 26, 2014, shall vote to ratify or reject the proposed amendment.

### **Section 3: ADOPTION**

- A. When a proposed amendment as ratified by the BOD would diminish the benefits of the NYSTA membership or change the stated mission of NYSTA, the proposed amendment shall be provided in a ballot form to all NYSTA members in good standing for their consideration and vote.

- B. What a proposed amendment, as ratified by the BOD does not meet the standards as define in Section 3, paragraph A, of this Article, the proposed amendment may be voted on by the BOD in a quorum for approval, denial or held for further review.

### **ARTICLE XIII**

#### **Section 1: GRIEVANCE or RECALL OF A NYSTA OFFICER, DIRECTOR or COUNTY REPRESENTATIVE:**

- A. If an Officer, Regional Director or County Representative isn't meeting the responsibilities asked of them by the organization and the members they represent and previous attempts by local Chapters cannot resolve the problem then a grievance may be filed to the Board of Directors in NYSTA. A written statement outlining the grievance must be signed by (5) five members in good standing. The Board of Directors will make the grievance known to the individual and then determine if the grievance is valid and determine an appropriate course of action.
- B. If an Officer, Director, County Representative or any NYSTA member acts in a manner to bring discredit to NYSTA the he/she may be recalled by the following process:
1. The charges shall be made known to them by the Executive Board
  2. The Executive Board shall determine if the charges are valid
  3. IF the charges are valid, then a special meeting of the NYSTA Officers and Directors shall be called by the Executive Board to act on the recall and trial of the accused.
  4. Two (2) votes will be taken. The first by a  $\frac{3}{4}$  vote of the members of NYSTA's Board present at trial, the accused may be discharged from office. The second vote of  $\frac{3}{4}$  of the voting members of NYSTA's Board present at the trail will determine continued membership in NYSTA.
  5. If the individual being recalled is an Officer or Board member, they will have no vote in the proceedings.
  6. Once re-called, that individual may not hold office in NYSTA in the future.

### **ARTICLE XIV**

**Section 1:** Any person (including the heirs, executors and administrators or such person) who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (including any action or suit be or in the right of the Corporation to procure judgement in the right of the Corporation to procure judgement in its favor) by reason of the fact that:



- A. He/she is or was a Director or Officer of the corporation, or,
- B. He/she is or was service at the request of the Corporation as a Director, Officer or Agent of the

Corporation, shall be indemnified by the Corporation if, as and to the extent authorized by the laws of the State of New York against all liabilities and expenses, including attorney's fee, judgments fines and penalties and amounts paid settlement, actually and reasonable incurred by him or her in connection with the defense or settlement of such action suit pending. The Corporation may indemnify and person (including the heirs, executors and administrators of such person), who is or was an employee or agent of the Corporation or is or was service at the request of the Corporation as Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided by this Article XIV and by the foregoing sentence, and by the laws of the State of New York, shall not be deemed exclusive, in so far as permitted by, of any other rights to which any person indemnified may be entitled under any By Law upon vote of the Executive Committee.

