

By-Laws of the Schenectady Elfuns

Rev. 0, Approved by the Steering Committee, August 20, 2014

ARTICLE I Operation and Management

Section 1 **Operation**

The organization shall carry an umbrella liability insurance policy in the amount of not less than one-million dollars to provide coverage for its Steering Committee, Officers, Members, and guests in the event of an accident or incident at any organization meeting or sponsored event. The organization shall also carry an indemnification policy for the Officers and Committee Chairpersons in similar amount.

Section 2 **Steering Committee**

The Steering Committee shall be the governing body of the organization. The Steering Committee shall consist of the Officers, Committee Chairpersons (or their delegates in case of absence) and any other Program/Project Leaders approved as members of the Steering Committee.

The Steering Committee shall develop, establish, and enforce all facets of the Constitution and By-Laws of the Organization. In addition, as the governing body of the Organization, the Steering Committee shall have final authority to determine the outcome of all questions of policy and procedure not otherwise provided for in the Constitution and By-Laws. The Steering Committee shall be the custodian of all assets and property of the Organization

Section 3 **Officers**

The Officers shall be as stated in the Constitution. The Officers of the Organization shall manage the day-to-day operation of the Organization. Any Officer may call for a meeting of the Steering Committee consistent with the rules for meeting notice.

Section 4 **Committee Chairpersons**

Committee Chairpersons and Vice-Chairpersons (if deemed necessary) shall be appointed by the President and approved by the Steering Committee. The Committee Chairpersons and Vice-Chairpersons shall assist the Officers in the organization, direction, and management of the Organization, and shall serve as liaison between the members and the Officers.

Section 5 **Terms of and Qualification for Office**

An officer must be a dues paying member in good standing for not less than 2 years. The Steering Committee may approve exceptions to this rule.

The term of the office of the President, Vice President, Secretary, and the Treasurer shall be for a period of two years. The Committee Chairpersons shall be appointed by the President and confirmed by a two-thirds majority vote of the Steering Committee.

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The terms of office of the Officers and Committee Chairpersons shall commence at their installation during the last Steering Committee meeting of the Program Year(see Table in Article II)and shall continue until they are reelected or their successors are elected and installed. The Officers shall serve for no more than three consecutive two-year terms. Thereafter, no such Officer shall be eligible for re-election to the same office for a period of one term, i.e. for two years. However, any such Officer is eligible for election to a different Officer position or as a Committee Chairperson or Vice-Chairperson immediately following their term(s) as an Officer. The election of Officers shall be conducted as described in Article IV below.

Section 6 **Committees**

The President may, with the approval of the Steering Committee, establish Committees if and when the need arises. In addition, the President may, also with the approval of the Steering Committee, establish Special Committees. A Special Committee may be dissolved when no longer needed. Each Committee shall have a Chairperson and a Vice Chairperson (if deemed necessary), who shall either be appointed by the President or elected by the members of the Committee. In addition, the President may call upon a fellow Officer or existing Committee Chairperson to accomplish a purpose or function, should an appropriate existing committee not be available.

A Community Service Chairperson shall be established to communicate with GE Volunteers regarding all GE Volunteer service programs including those previously associated with Elfun and to oversee any service projects run by the Schenectady Elfun or in conjunction with other community service organization.

Section 7 **Vacancies**

In case of vacancy occurring in any Officer, Committee Chairperson or Program/Project Leader, the President, with the approval of a quorum of the Steering Committee, shall fill such vacancy by appointment; said appointment to continue in force for the remainder of the term. Should the office of President become vacant, the Vice President shall serve as President for the remainder of the President's term, unless otherwise determined by the Steering Committee and the last Past President able to serve will become the Vice President until a new Vice President is elected.

Section 8 **Duties of the President**

The President shall preside at all meetings of the Organization and of the Steering Committee. The President shall prepare and distribute to the members an annual report on the affairs of the Organization. The President shall be assisted and/or supported in this endeavor by other Officers, Committee Chairpersons or Program/Project Leader, as appropriate and/or necessary. All written contracts shall be reviewed and initialed/signed by the President. In addition, the President may request the review and signature of any written contract by other Officers of the Organization.

Section 9 **Duties of the Vice-President**

The Vice President shall aid the President in his duties and serve as President in the absence or inability of the President to act. The Vice-President shall be empowered by the Steering Committee to act with all of the powers and duties vested in the President by the By-Laws, and shall serve in the office of the President until such time as the President returns, or is able to serve, or until a new President is duly elected.

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Section 10 **Duties of the Past President**

The Past President should arrange the Steering Committee meetings; send notices of the Steering Committee meetings and other duties as directed by the President. See ARTICLE I, Section 7 of these By-Laws regarding circumstances wherein the Past President may serve as Vice-President.

Section 11 **Duties of the Secretary**

The Secretary shall keep the records of all meetings of the Organization and of the Steering Committee; and, shall keep on file all available published notices concerning the Organization and its affairs.

All files acquired and held by the Secretary shall be and shall remain the property of the Organization. In the anticipated absence of the Secretary, the Secretary shall arrange for one of the Officers or one of the Committee Chairpersons to record notes (minutes) of any meetings or actions requiring follow-up by the Secretary. In the unanticipated absence of the Secretary, the President shall arrange for the appropriate notes (minutes) to be taken by one of the Officers or one of the Committee Chairpersons. Minutes of meetings shall be sent to the Steering Committee for review not less than two (2) weeks prior to the next Steering Committee meeting. The minutes shall be revised (if necessary) and approved at the next meeting of the Officers, the Steering Committee or of any other meeting of the members.

Section 12 **Duties of the Treasurer**

The Treasurer shall document and keep the financial records and accounts of the Organization and shall pay all Organization related bills. The Treasurer shall prepare and render a Financial Report for the previous fiscal year for distribution to the Officers, Steering Committee and the Members. The Treasurer shall also be prepared to provide a summary of the Organization's finances at any meeting. The Treasurer shall also prepare a proposed operating budget for the Organization for the next fiscal year, which shall be presented to the Steering Committee for review and approval at the last Steering Committee meeting of the current fiscal year. The Treasurer will write checks on behalf of the Organization. In the event of absence or illness of the Treasurer, the assistant treasurer, the President, or the Secretary shall be authorized to sign checks for payment of appropriate Organization bills and expenses. Bank accounts are to be reconciled promptly and presented to the President for review and initialing. The President shall appoint a committee to perform an audit of the financial records within three (3) months of the end of the fiscal year and prepare a report of the same for the Steering Committee.

Section 13 **Duties of the Committee Chairpersons**

The Committee Chairpersons shall serve on the Steering Committee and may be requested by the President to participate or take on other responsibilities as the operation of the Organization may require. The Committee Chairperson will record key information relating to the conduct of the committee. Such information may consist of key agreements, contact information, steps to perform certain repetitive tasks, etc.

Section 14 **Duties of the Steering Committee**

The Steering Committee shall act as the governing body of the Organization and shall develop, establish, and enforce all facets of the Constitution and By-Laws of the Organization. In addition, as the governing body of the Organization, the Steering Committee shall have final authority to determine the outcome of

all questions of policy and procedure not otherwise provided for in the Constitution and By-Laws. The Steering Committee shall be the custodian of all assets and property of the Organization.

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Section 15 Compensation

The Officers, Committee chairpersons, and other members of the Organization shall serve and perform without compensation. They shall, however, be reimbursed for any appropriate and reasonable monetary outlays expended on behalf of the Organization.

ARTICLE II Meetings

Section 1 Meetings of the Organization shall be held at suitable intervals throughout the year. The typical schedule for the various types of meetings is shown in the following table.

<u>Type of Meeting</u>	<u>Frequency</u>	<u>Purpose</u>	<u>Definition of Quorum</u>	<u>Notification</u>
Officers	Monthly or as needed	Plan Business of the Organization	Minimum of 3	Minimum of 7 days prior to meeting
Steering Committee	Bi-Monthly or as needed	Plan and Conduct Business of the Organization	Minimum of 2/3	Minimum of 14 days prior to meeting
Member Luncheons	Monthly (Program Year: Typically Sept. thru June)	Fellowship and Education	None	Minimum of 30 days prior to meeting
Member Meetings	As needed	Conduct Business of the Organization	Minimum of 5% of Members (Those present at meeting plus those responding by ballot or by proxy)	Minimum or 45 days prior to meeting

Section 2 Member Meetings

A meeting of all members may be called by the President or by means of a petition signed by at least 25 members. The petition shall state the reasons/purpose of said meeting. Upon presentation of said petition, the President shall identify the date, time and location of the requested meeting within 14 days. Notification of the member meeting shall be sent to the members no later than 45 days prior to the meeting.

Section 3 Family members, personal friends, and other guests of Organization members who attend Organization meetings and events shall be accompanied by a sponsoring member who shall be wholly responsible for the actions and behavior of their guest(s) at all times.

ARTICLE III Quorum

Section 1 See the Table in Article II for the definition of a quorum.

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ARTICLE IV Fiscal Year and Dues

Section 1 The fiscal year of the Organization shall be July 1st through June 30th.

Section 2 The amount of the annual dues of the Organization shall be determined by a two-thirds majority vote of a quorum of the Steering Committee. The dues notice shall be mailed to members during the first two (2) weeks of October and shall be due and payable by December 31st.

ARTICLE V Elections

Section 1 Officers are elected for 2-year terms by ballot provided to members a minimum of 45 days prior to the end of each calendar year. At the final Steering Committee meeting of the Program Year, the President shall appoint a Nominating Committee consisting of three Organization members, which shall be chaired by the immediate Past President. The Nominating Committee shall prepare a slate of candidates for the four Officer positions (President, Vice-President, Secretary and Treasurer) to be presented to the Steering Committee at the first Steering Committee Meeting of the Program Year. The Steering Committee may make additional nominations for any of the Officer positions after which the Secretary shall prepare a ballot to be mailed (USPS or by e-mail) to all members along with the annual dues notice (See ARTICLE IV, Section 2). Members may vote for the nominees by returning their ballot to the Secretary (or his/her designate) by e-mail or USPS provided such vote is received by the Secretary (or his/her delegate) by no later than December 31st.

Section 2 Members may vote for write-in candidates for any of the four Officers positions.

Section 3 The winner of the election for each of the Four Officer positions shall be announced at the first Steering Committee meeting of the calendar year and notification sent to the members by means of available communication systems (e.g., the Newsletter or mail.) The newly elected or re-elected Officers shall be installed and assume their duties at the final Steering Committee of the Program Year.

ARTICLE VI Amendments

Section 1 At any meeting of a quorum (two-thirds) of the Steering Committee these By-Laws may be amended in whole or part by a two-thirds majority vote of that body.

ARTICLE VII Meeting Procedures

Section 1 The procedures at Organization, Steering Committee, and Committee meetings shall generally follow Robert's Rules of Order unless otherwise stated in the Constitution and/or By-Laws, or as determined by the Steering Committee.

Key Dates for Planning Purposes:

October 1-14: Mailing of Dues Notices and Election Ballot for Biennial Election of Officers

December 31: Closing Date for Payment of Dues and Receipt of Election Ballots

Mid-January: Announce Winners of Election for Officers

Final Steering Committee Meeting of Program Year: Biennially - Installation of newly elected Officers and, on alternate years, formation of Nominating Committee for creating slate of candidates for election of Officers.