

Constitution and Bylaws
of the
Westchester Personal Computer Users' Group, Inc.
dba TechEdConnect[®]

Document History

- Original Constitution adopted on May 5, 1988
- Subsequently amended on March 2, 1989
- Replaced by substitution and ratified by the WPCUG membership on March 7, 2019

- Approved by the TechEdConnect Board on February 28, 2025
- Presented to the TechEdConnect Membership on March 1, 2025
- Comments from Membership incorporated and adopted by the TechEdConnect Board on March 10, 2025
- Replaced by substitution and ratified by the TechEdConnect Membership on March 12, 2025

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1. Name and Conventions

1.1. Organization Name

The name of the organization shall be the Westchester Personal Computer Users' Group, Inc., publicly known by the dba, "TechEdConnect®", and previously known as the "Westchester PC Users Group", abbreviated as "WPCUG."

In this document, the above shall also be referred to as "the Organization".

1.2. Nonprofit Status

The Organization is a nonprofit, 501(c)(3) corporation registered in New York State.

1.3. Definitions

1.3.1. In this document, unless the context otherwise requires, words using the singular include the plural and vice versa. Words denoting a person of any gender shall be assumed to include all genders.

1.3.2. In this document, unless the context otherwise requires, votes may be obtained in person, via email, or by other electronic means.

1.3.3. In this document, "good standing" shall be defined as follows:
All members, whether dues paying or honorary, shall be deemed to be in good standing unless they are late for membership payment, have any other debt due and owing by them to the Organization, or have been suspended or removed for cause.

1.3.4. In this document, the Board of Directors shall also be referred to as "the Board". The Board is composed of the Officers and the Directors. No individual shall hold an Officer and a Director position at the same time.

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2. Purpose and Objectives

2.1. Purpose

The purpose of the Organization is charitable and educational in nature. It serves to promote the interests of enthusiasts of computers, smart devices, emerging digital tools, and other technologies, within the meaning of Section 501(c)(3) of the Internal Revenue Code for nonprofit organizations.

2.2. Objectives

2.2.1. The Organization is membership-based and seeks to educate its members and the community on topics of interest as the Board sees fit.

2.2.2. This is achieved, for example, through workshops, presentations, publications, seminars, and other outreach efforts designed to advance public knowledge and understanding of technology.

2.2.3. The Organization provides its services without regard to race, gender, religion, or national origin.

2.3. Not Permitted Activities

The Organization shall not carry on any activities not permitted for organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or New York State laws.

2.4. Copyright Infringement

The Organization does not condone any kind of copyright infringement, including infringement of software, images, documents, etc.

2.5. Social Networking

The Organization seeks to provide social networking and a forum for discussion among people who are enthusiasts of the Organization's topics of interest.

2.6. Political Campaigning

The Organization shall not participate in any political campaign on behalf of, or in opposition to, any candidate for public office. No substantial part of the activities of the Organization shall involve lobbying or attempting to influence legislation, except as may be permitted under the Internal Revenue Code for organizations qualifying for tax-exempt status under Section 501(c)(3).

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3. Structure of the Organization

3.1. Leadership

The Organization's leadership shall consist of:

- Officers
- Directors
- Committee Chairs
- Workshop Leaders

Additionally, the Organization shall consist of:

- Members
- Committees
- Any other groups as the Board may define

3.2. Good Standing Requirement

In order to maintain a position of leadership, Officers, Directors, Committee Chairs and Workshop Leaders must remain in good standing for the entire duration of their leadership service.

3.3. Officers

3.3.1. The Officers shall consist of four persons: President, Vice President, Secretary, and Treasurer, each serving for a term of one year. Each Officer, regardless of how many other positions they have in the Organization, has only a single vote on the Board.

3.3.2. No Officer shall be remunerated.

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3.4. Directors

3.4.1. The Board shall consist of thirteen members elected by the general membership:

- the four Officers (elected annually), and
- nine Directors (serving a three-year term).

The Directors terms are staggered such that three Directors are elected each year. A member who has served three or more consecutive years as a Director shall not be eligible for that position again for one year following the expiration of their served term.

3.4.2. Board members are expected to attend Board meetings. If a Board member misses more than three consecutive meetings without notifying one of the Officers in advance, the Board may consider an appropriate course of action.

3.4.3. No Director shall be remunerated.

3.4.4. Each Director, regardless of how many other positions they have in the Organization, has only a single vote on the Board.

3.5. Committee Chairs

3.5.1. The Board may create and dissolve Committees as it sees fit to accomplish organizational goals or to obtain recommendations for Board actions. Each Committee shall be headed by one or more Committee Chairs.

3.5.2. Committee Chairs may be nominated by a Board member or by the members of that Committee. The nomination is then given to the President, for submission to the Board for approval.

3.5.3. A Committee Chair is welcome at Board meetings but does not have a vote on the Board unless they have been elected as a Board member.

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3.6. Workshop Leaders

- 3.6.1. Any member in good standing may nominate themselves or another member as a Workshop Leader. Workshops may have more than one leader.
- 3.6.2. Workshop Leaders teach workshops to members on topics relevant to the Organization's goals. At its discretion, the Board may drop a workshop that it no longer deems useful for the Organization.
- 3.6.3. A Workshop Leader is welcome at Board meetings but does not have a vote on the Board unless they have been elected as a Board member.

3.7. Members

- 3.7.1. As used in this document, a "member" refers to an individual and a "membership" may contain multiple individuals. A membership can be paid or Honorary (non-paid).
- 3.7.2. Each membership is entitled to a single vote (regardless of the number of people associated with that membership) at Officer and Director elections, ratification of changes to the Constitution, as well as any special elections or meetings called by the Board which require a vote of the membership.

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4. Duties and Obligations

4.1. Duties of Officers

Officers shall manage the day-to-day activities of the Organization.

The President may designate a member in good standing as an Assistant to help an Officer fulfill their duties. The Assistant shall have none of the Officer's voting rights.

4.1.1. The President

- 4.1.1.1. The President shall convene and preside at all meetings of the Board, meetings of the general membership, and any special meeting called by the President or the Board.
- 4.1.1.2. In the absence of the President, the Vice President shall preside. The Vice President shall have no additional voting rights under these circumstances.
- 4.1.1.3. In the absence of the President and the Vice President, a member in good standing, designated by a simple majority of the Board members present at the meeting, shall preside. The designee shall have no additional voting rights, based on this assignment.
- 4.1.1.4. The President shall submit all Committee Chair and Workshop Leader nominations to the Board for approval by a simple majority of the Board members present at a Board meeting.
- 4.1.1.5. The President shall perform duties as designated by the Board and any other duties the office may require.
- 4.1.1.6. In the absence of the Secretary at a meeting, the President may designate another person to act in place of the Secretary. The designee shall have no additional voting rights, based on this assignment.

4.1.1.7. The President shall, at their discretion, be a member of all committees.

4.1.2. The Vice President

4.1.2.1. The Vice President shall carry out the duties of the President during the President's absence.

4.1.2.2. The Vice President shall perform such other duties, related to the Organization's goals, as the President may assign.

4.1.3. The Secretary

4.1.3.1. The Secretary shall keep minutes of all Board meetings and special meetings called by the President or the Board.

The Secretary shall provide a draft copy of such minutes to the Board for approval.

The final approved minutes shall be kept electronically and stored in the Organization's cloud storage.

4.1.3.2. The Secretary shall perform such other duties as the office may require.

4.1.3.3. The Secretary shall maintain an inventory of the Organization's property. The inventory shall consist of physical items, records, and software. The minimum value for items to be inventoried, and which type of records to be inventoried, shall be at the discretion of the President. The frequency of the inventory audit is established in the Organization's Policy documentation.

4.1.3.4. The Secretary shall have the responsibility of maintaining and managing all

- correspondence
- records
- signed policy documents
- conflict of interest disclosures
- minutes
- inventory lists

and any other documents of the Organization, hereinafter collectively referred to as “Documentation”.

All Documentation of the Organization shall be stored in the Organization’s cloud storage, with appropriate restricted access, limited to Officers and additional people as deemed necessary by the Board.

- 4.1.3.5. The Secretary shall ensure the readability (with current technology) of any of the Organization’s Documentation and such other items as the Board may determine.

The Secretary shall periodically report to the Board if there are circumstances requiring a change in Documentation formats or technology that require Board action. The intent is to ensure the availability and readability of the Organization’s Documentation in the future.

4.1.4. The Treasurer

- 4.1.4.1. The Treasurer shall maintain the Organization’s financial records and be responsible for the care and custody of its monies. The Treasurer shall present the current status of the Organization's finances at each regularly scheduled Board meeting.
- 4.1.4.2. All financial records shall be maintained in cloud storage, with appropriate restricted access, limited to Officers and additional people as deemed necessary by the Board.
- 4.1.4.3. The fiscal year for financial accounting purposes shall be from January 1st to December 31st.
- 4.1.4.4. No later than the November Board meeting, the Treasurer shall submit to the Board an annual draft budget for the following fiscal year, for approval by the Board.
- 4.1.4.5. The Treasurer shall oversee the Organization’s compliance with all corporate and financial laws of the State of New York and the Federal Government as they apply to the Organization. At least once a year, the Treasurer shall report

to the Board on such compliance.

- 4.1.4.6. The Treasurer shall ensure that a fiscal audit be conducted as needed by an independent auditor to be selected by the Board, who shall not be a member of the Board, or related to any member of the Board in any way. The frequency of the fiscal audit is established in the Organization's Policy documentation.

Should the Organization not be in fiscal compliance, the auditor and/or the Treasurer shall recommend appropriate action to remedy the situation. The remedy shall start within 30 days of the recommendation, and be completed within a reasonable amount of time as determined by the Board.

4.1.5. Voting of Officers in Absentia

Should an Officer not be available to attend a Board meeting, when a vote on a specific issue is scheduled to take place, Officers may vote in absentia and their vote will be recorded at that meeting. No discretionary proxy is allowed.

Directors are not allowed to vote in absentia.

4.2. Duties of the Board

- 4.2.1. The Board shall direct the overall activities of the Organization and shall approve all motions by a simple majority of:

- Board members present at a meeting, or
- all Board members, if voting by email or other electronic means.

- 4.2.2. Spending levels and associated approvals are detailed in the Organization's Policy documentation.

- 4.2.3. The Board shall review and approve the annual budget proposed by the Treasurer prior to the beginning of the new fiscal year.

- 4.2.4. Any Board member may call an executive session during a Board meeting. All non-Board members shall be excluded from such

session, unless otherwise decided by a simple majority of the Board members present.

- 4.2.5. In the event of the dissolution of the Organization,
- all assets remaining shall be inventoried,
 - proper liabilities shall be paid from the assets in accordance with pertinent Federal and New York State laws,
 - the Board shall decide on the disposition of the remaining assets after payment of liabilities as follows:
 - assets shall be sold for fair market value in accordance with pertinent Federal and New York State laws, and/or
 - remaining assets, including cash, shall be distributed to one or more public charities and/or organizations exempt from Federal tax under Section 501(c)(3) of the Internal Revenue Code.

4.3. Reimbursements

Officers, Directors, or appointees of the Board shall be reimbursed for all expenses, necessarily and reasonably incurred by them, related to the affairs of the Organization. The Board shall, at its discretion, determine if an expense is reasonable.

4.4. Resignation

If an Officer or Director resigns or otherwise ceases to hold their position before the end of their term, the Board shall appoint someone to fill that position.

4.5. Censure, Suspension or Removal

- 4.5.1. Officers and Directors may be censured, suspended, or removed for cause by the rest of the Board, despite having been elected by the membership.
- 4.5.2. Any member may report to any Board member that another Board member may have committed an offense that needs to be further

investigated. That report will be presented to the entire Board, excluding the Board member accused of the offense.

- 4.5.3. The Board member accused will be given an opportunity to be heard by the Board.
- 4.5.4. After due deliberation, the Board shall decide by a two-thirds vote of all Board members, excluding the accused person, if cause exists, and if so, shall vote on an appropriate action. Such action may include, among other remedies, removal from the Board and possible expulsion from the Organization.
- 4.5.5. If an Officer or Director is removed by the Board, that person shall no longer be an Officer or Director, and shall not be eligible to be an Officer or Director for a period to be determined by a two-thirds majority of all the remaining Board members.

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5. Election of Officers and Directors

5.1. Annual Elections

The annual election shall be held at the March General Meeting (see [General Meetings](#) below) for the four Officer positions and the three open Director positions. The Board may decide to postpone the election if exceptional circumstances arise. Such postponement shall not exceed three months.

5.2. Nominating Committee

5.2.1. Appointment

5.2.1.1. At the December Board meeting, or a special Board meeting occurring no later than the January Board meeting (except under extenuating circumstances), a simple majority of the Board members present at the meeting shall appoint three members in good standing to a Nominating Committee.

5.2.1.2. The Nominating Committee shall assemble a slate of prospective Officers, and a slate of prospective Directors, to be presented to the membership, from which the membership will choose four Officers and three Directors at the annual election. The slates and the voting period shall be announced electronically to the membership at least two weeks prior to the Organization's Annual Election General Meeting.

5.2.2. Exclusion

The President shall not be a member of the Nominating Committee.

5.2.3. Chair

The members of the Nominating Committee shall choose a Chair for their Committee. The Chair shall ensure that all candidates sign the Conflict of Interest Policy.

5.2.4. Self Nomination

Should a member in good standing wish to put their name into nomination as an Officer or Director, and they have not been nominated by the Nominating Committee, they shall request to the Nominating Committee, no later than ten days prior to the commencement of voting before the Annual Election General Meeting, to be added to the slate. The Nominating Committee will decide by a majority whether to accept the request.

5.2.5. Nominating Committee Member as Candidate

Should any member of the Nominating Committee wish to seek an Officer or Director position, they must resign from the Nominating Committee and a new member shall be appointed to the Nominating Committee by the Board, following the same process as above.

5.2.6. Single Candidate per Paid Household Membership

If more than one person from the same household membership wishes to be nominated as an Officer or Director, they each need to have paid their own separate membership if they are elected, before taking office. They will then each be entitled to a separate vote.

5.2.7. Eligibility to be an Officer

5.2.7.1. Only members in good standing are eligible to be nominated as Officers.

5.2.7.2. All past and current Officers are always eligible to be nominated for re-election or election for another Officer position.

5.2.7.3. All past and current Directors are always eligible to be nominated for election as Officers. If a current Director is elected as an Officer, they must resign their current Directorship.

5.2.8. Eligibility to be a Director

- 5.2.8.1. Only members in good standing are eligible to be nominated as Directors.
- 5.2.8.2. A Director (i.e., not an Officer) who is ending a three-year elected term, shall not be eligible to be nominated as a Director again for one year following the expiration of their current term.
- 5.2.8.3. All past and current Officers are always eligible to be nominated for election as Directors, subject to the one-year waiting period for Directors as noted previously.

5.2.9. Dissolution

The Nominating Committee shall be dissolved once all Officers and Directors have been elected.

5.3. Filling a Vacancy

- 5.3.1. Officer vacancies may be filled by vote of a simple majority of the Board. Any member appointed to be an Officer to fill a vacancy shall serve until the next election. For that election, the appointed Officer is eligible to be nominated as an Officer or Director candidate.
- 5.3.2. Director vacancies may be filled by vote of a simple majority of the Board. Any member appointed to be a Director to fill a vacancy shall serve for the remainder of the three-year Director term. For the election occurring at the end of the three-year term, the appointed Director is eligible to be nominated as an Officer or Director candidate.

5.4. Membership Voting

- 5.4.1. A General Meeting quorum for voting purposes shall be twenty percent (20%) of the membership in good standing. In the event that there is no quorum, any business to be conducted which requires a vote of the membership shall take place at the next

General Meeting or a special meeting at which a quorum is present.

5.4.2. The vote shall be decided by a simple majority of those voting.

5.4.3. Voting records shall be maintained as part of the Organization's official minutes.

5.4.4. Voting by proxy is not permitted.

5.4.5. The voting process shall comply with NYS nonprofit corporation law regarding voting, whether in-person or electronically.

5.5. Annual Election

5.5.1. Each membership in good standing shall be invited to submit their vote for the Annual Election in electronic form.

5.5.2. Voting shall begin up to a week prior to the Annual Election General Meeting, and ending no later than noon on the day of the Annual Election General Meeting. The Board may adjust the voting period as it deems necessary.

5.5.3. The vote results shall be announced at the Annual Election General Meeting or within forty-eight (48) hours thereafter.

5.6. Ballot

5.6.1. For each Officer and Director candidate, the ballot shall consist of Yes, No, and Abstain for that candidate.

5.6.2. The ballot will instruct voters to only vote for the appropriate number of candidates.

5.6.3. However, the Board, at its discretion, may alter the ballot structure as it sees fit to accommodate special circumstances.

5.7. Vote Count

- 5.7.1. In order for the election to be valid, a quorum must be established.
- 5.7.2. Abstentions shall count toward the quorum but shall not count as votes cast for or against a candidate.
- 5.7.3. To be elected, an Officer or Director candidate must receive more "Yes" votes than half of the total votes from members present or participating electronically (including abstentions).
- 5.7.4. Example with an odd count: If 17 members are present or participating electronically and voting, a candidate must receive at least 9 "Yes" votes to be elected, regardless of the number of "No" or "Abstain" votes.
- 5.7.5. Example with an even count: If 18 members are present or participating electronically and voting, a candidate must receive at least 10 "Yes" votes to be elected, regardless of the number of "No" or "Abstain" votes.
- 5.7.6. If the candidate does not receive a simple majority of "Yes" votes, the candidate is not elected. The Nominating Committee shall propose another candidate, and a subsequent special election shall be held.

5.8. Special Circumstances

For special circumstances where a Membership vote is required, the Board shall establish rules for that vote as the need arises.

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6. Membership

6.1. Joining

6.1.1. Membership is open to all with an interest in the objectives of the Organization. To join the Organization, one shall apply for membership and pay annual dues, unless granted special membership status. All individuals in the household who are members of the same immediate family are included in the membership.

6.1.2. A member must maintain and provide to the Organization:

- a working email address
- a valid postal address
- a working phone number (landline or cellular)

This information is considered PII (Personally Identifiable Information) and shall be treated with restricted access by the Organization.

6.1.3. Members understand and accept that the failure to receive any and all communications from the Organization, due to the invalid or non-working nature of the PII noted above, shall not be deemed a responsibility of the Organization.

6.2. Dues

6.2.1. Dues shall be determined by the Board.

6.2.2. If more than one member of a household desires the ability to vote, then each voting individual shall pay separate dues.

6.3. Arrears

Any member in arrears for more than two months shall be considered to have resigned their membership. Exceptions for reasonable circumstances, determined by a simple majority vote of Board members present at the next scheduled Board meeting, can be made on a case-by-case basis.

6.4. Censure, Suspension or Removal

6.4.1. Any member may be censured, suspended, or removed from the membership rolls for cause. An opportunity will be given to the member to be heard by one or more members of the Board.

6.4.2. After due deliberation, the Board shall decide by a two-thirds vote in the affirmative of the entire Board if cause exists, and take appropriate action.

6.5. Resignation

Any member may resign their membership in the Organization by delivering notice of resignation via email to the Membership Chair. Membership dues already paid will not be refunded except as noted in the Organization's Policy documentation.

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7. Meetings

7.1. General Meetings

- 7.1.1. General Meetings are open to all members of the Organization and the public.
- 7.1.2. General Meetings shall typically be held once a month at the date, time, and place decided by the Board, but at least once a year for the Annual Election General Meeting.
- 7.1.3. Notices of General Meetings shall be communicated to each member and posted on the Organization's website. They shall specify the date, time, and place of the meetings, whether in-person or online.
- 7.1.4. The order of proceedings at General Meetings shall be determined by the President or their designated substitute.

7.2. Board Meetings

- 7.2.1. The Board shall meet as needed, typically monthly, and at least once per year.
- 7.2.2. Board meetings may be conducted in person and/or electronically as needed.
- 7.2.3. Officers may meet without the rest of the Board as needed.
- 7.2.4. All members are welcome to attend Board meetings as non-voting attendees.
- 7.2.5. A Board quorum shall consist of a majority of the entire Board. The board members comprising that majority shall all be in good standing.
- 7.2.6. Voting records of Board decisions shall be maintained as part of the Organization's official minutes.

7.2.7. Routine Decisions

A majority affirmative vote of Board members present at a meeting where a quorum is established shall be sufficient to pass routine motions related to the normal operation of the Organization, including approval of meeting minutes, standard administrative decisions, and operational tasks.

7.2.8. Major Decisions

A majority affirmative vote of the entire Board shall be required for items such as:

- Amendments to the Constitution
- Key issues affecting the Organization
- Approval of the annual budget
- Expenditures exceeding \$500
- Approval or removal of key personnel, such as workshop leaders or Board members
- Authorization of major contracts or agreements.

If there is any question as to whether an issue to be voted on is routine or major, that issue shall be treated as a major decision.

7.2.9. Electronic Voting

When a vote is conducted electronically, all Board members must be notified, and a majority of the entire Board must vote in favor for the motion to pass.

7.3. Special Meetings

Any member in good standing may request in writing to the President that a special meeting of the Board or the general membership be called. Calling a special meeting shall be approved by a simple majority of all Board members.

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8. Revising or Amending the Constitution

In order to revise or amend the existing Constitution the following steps are mandatory:

1. The Board shall review the proposed revisions or amendments. Approval of the revisions or amendments shall be by a simple majority of the entire Board.
2. The general membership shall then be emailed a link to a draft of the proposed revised or amended Constitution for a review and comment period determined by the Board.
3. After the comment period is over, the Board shall review the general membership comments and decide whether to incorporate them.
4. After an adoption vote by the Board, the general membership shall be emailed a link to the final draft in anticipation of a general membership vote at the next General Meeting.
5. Voting for a revised or amended Constitution shall be conducted at a General Meeting, or via an electronic vote prior to the meeting. The updated Constitution can only be ratified at a General Meeting,
6. The revised or amended Constitution shall be ratified by a two-thirds majority affirmative vote of members in good standing.
7. Any revisions or amendments to the Constitution shall become effective immediately upon ratification.

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9. Indemnification

9.1. Scope

The Organization shall indemnify any Officer or Director to the fullest extent permitted by New York State law. This indemnification covers any and all liabilities, judgments, fines, settlement amounts, and reasonable expenses, including attorneys' fees, incurred in connection with any actual or threatened legal action, suit, or proceeding. Such proceedings may be civil, criminal, administrative, or investigative in nature and must arise from actions taken in an official capacity on behalf of the Organization.

9.2. Good Faith

Indemnification shall apply provided that the Officer or Director acted in good faith, in a manner reasonably believed to be in the best interests of the Organization, and, in the case of criminal proceedings, without reasonable cause to believe their conduct was unlawful. The Board shall maintain insurance to cover such liabilities or expenses.

9.3. Negligence

Indemnification shall not apply if it is determined by a court or other competent authority that the person acted with gross negligence, intentional misconduct, or other acts not in good faith. This indemnification is not exclusive of other rights to which the Officer or Director may be entitled under any agreement, vote of the Board, or otherwise.

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10. Conflict of Interest Policy

- 10.1. The Organization shall maintain a Conflict of Interest Policy in its Policy Documentation, which outlines procedures for identifying, disclosing, and managing conflicts of interest among Officers, Directors, Committee Chairs, Workshop Leaders, and other key personnel.
- 10.2. All Officers and Directors must review and sign the Conflict of Interest Policy annually.
- 10.3. The Organization's Policy documentation is stored in the Organization's cloud storage and is available for public viewing.

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11. Privacy Policy

- 11.1. The Organization shall maintain a Privacy Policy in its Policy Documentation, which outlines the Organization's compliance with New York State 501(c)(3) nonprofit laws concerning member privacy and data privacy.
- 11.2. All Officers and Directors must review and sign the Privacy Policy annually.
- 11.3. The Organization's Policy documentation is stored in the Organization's cloud storage and is available for public viewing.

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12. Whistleblower Policy

- 12.1. The Organization shall maintain a Whistleblower Policy in its Policy documentation, which outlines procedures for identifying, reporting, and managing misconduct or irregularities among Officers, Directors, Committee Chairs, Workshop Leaders, and other key personnel.
- 12.2. All Officers and Directors should review the Whistleblower Policy annually.
- 12.3. The Organization's Policy documentation is stored in the Organization's cloud storage and is available for public viewing.

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13. Parliamentary Authority

The rules of parliamentary procedures contained in the current edition of Robert's Rules of Order shall govern the Organization in all cases where they are applicable and when they are needed to resolve a conflict.

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