

CONSTITUTION  
and  
BY-LAWS

NEW YORK STATE  
ASSOCIATION OF MAGISTRATES  
COURT CLERKS, INC.

This Association was organized September 18, 1979  
Constitution and By-Laws adopted September 15, 1980  
Amended September 14, 1983  
Incorporated into a Not-for-Profit Corporation -  
February 5, 1986  
Corporation By-Laws adopted October 20, 1986  
Articles of Incorporation Amended February 20, 1989  
By-Laws Amended October 15, 1990  
Tax-exempt status granted October 13, 1992  
By-Laws Amended October 11, 1993  
By-Laws Amended October 16, 2000  
By-Laws Amended October 1, 2001  
By-Laws Amended September 26, 2005  
By-Laws Amended October 1, 2007

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2007  
BY-LAWS  
OF  
NEW YORK STATE  
ASSOCIATION OF MAGISTRATES  
COURT CLERKS, INC

ARTICLE `I  
I  
Offices

The principal office of the Corporation shall be in the Town and/or Village of the current Secretary of the Corporation. The Corporation may also have offices at such other places within or without the state as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II  
Purpose

The purposes for which this Corporation has been organized are as follows:

- a) To improve Court Clerical Systems.
- b) To accomplish a closer liaison with the Office of Court Administration, the Office of the Comptroller of the State of New York, Law Enforcement Agencies, County District Attorneys, the Department of Motor Vehicles, the Department of Criminal Justice Services, and the State Magistrates Association.
- c) To be a greater service to the Justices for which we work and to the communities which they serve.
- d) To conduct educational and training seminars or programs for its members. Provided such programs shall not be deemed to constitute any educational activities under the jurisdiction of the Department of Education of the State of New York.

e) This organization is non-partisan, non-political, nonsectarian and non-profit.

f) Members of this organization are bound by the objectives and purposes as set forth in this Article.

Every member shall:

Encourage respect for the law and the administration of justice.

Observe rules governing privileged communications and confidential information.

Promote and exemplify high standards of loyalty, cooperation, and courtesy.

Perform all duties of the profession with integrity and competence and to pursue a high order of professional attainment.

ARTICLE III  
Membership

1) QUALIFICATION FOR MEMBERSHIP

a)(1) Active membership shall be limited to those persons who perform the duties of Clerk of the Court, in a Town or Village Court, by civil service appointment or who by appointment of their respective municipal board serve as the Clerk to an elected or appointed Magistrate. An elected or appointed Magistrate is excluded from active membership.

(2) Active membership shall be extended to those elected or appointed Magistrates who perform the duties of Clerk of the Court in

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Town or Village Court other than his/her own Court, by civil service appointment or who by appointment of their respective municipal board serve as the Clerk to an elected or appointed Magistrate.

b)(1) Honorary Membership may be extended to any non-member of this Corporation, by unanimous ballot of the Board of Directors, for extraordinary service to this Corporation. Provided, however, that any member of the Board of Directors desiring to propose

a

person for Honorary Membership shall so advise the Secretary of the Corporation, who shall include such proposed nomination in the notice calling the meeting of the Board of Directors.

(2) Honorary Membership shall be extended to Past Presidents and limited to those Clerks of a Court who served the Corporation as President and have retired and/or discontinued such employment.

c)

Retired membership shall be limited to those Clerks of a Court and/or Clerks who have served in such capacity for not less than two years and who have discontinued such employment.

EXCLUSIONS:

a) Honorary members shall be entitled to all privileges of membership, except holding an elective office and voting, and are exempt from paying dues to the corporation.

b) Retired members shall be entitled to all privileges of membership, except holding an elective office and voting, and shall pay fifty percent (50%) of the annual dues.

c) A member in good standing shall be a member whose dues are paid prior to the "Fixing of the Record" as per Article III §(4)

c) Honorary Past President members shall not be excluded from their participation as a member of the Board of Directors, including voting, unless they are excluded from voting as stated in Article III §(1)(a)

## 2) MEMBERSHIP MEETINGS

The annual meeting of the Corporation shall be held in the fall in conjunction with the State Magistrates Conference. The presence at any membership meeting of not less than fifty(50) members in good standing shall constitute a quorum and shall be necessary to conduct the business of the Corporation. A quorum as previously set forth shall be required at any adjourned meeting.

A membership roll, showing the list of members as of the record date and certified by the Secretary of the Corporation, shall be produced at any meeting of the membership upon the written request of any member in good standing of the Corporation. Said request must have been made at least ten (10) days prior to said meeting.

## 3) SPECIAL MEETINGS

Special meetings of the Corporation may be called by the Directors. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten(10)days but not more than fifty(50)days prior to the scheduled date and time of such meeting. Such notice shall specify the date, time, place and purpose of such special meeting and by whom

called. No other business but that specified in the special meeting notice may be conducted at such special meeting, except by the unanimous consent of all members in good standing at such meeting.

#### 4) FIXING THE RECORD DATE

For the purpose of determining the members entitled to a notice of or to vote at any meeting of members or any adjournment thereof; to express consent to or dissent from any proposal without a meeting; for the purpose of determining the members entitled to receive any distribution or any allotment of any rights; or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, or more than fifty (50) days prior to any other action.

#### 5) PROXIES

There shall be no votes by proxy.

#### 6) ORDER OF BUSINESS

The order of business at all meetings of the general membership and/or the Board of Directors shall be as follows:

- 1) Roll Call.
- 2) Reading of the minutes of the preceding meeting.
- 3) Reports of Officers.
- 4) Reports of committees.
- 5) Old and/or unfinished business.
- 6) New business.
- 7) Sick and welfare.
- 8) Motion for adjournment.

Robert's Rules of Order shall be the parliamentary authority in conducting the meetings of the Corporation and the meetings of the Board of Directors.

## 7) MEMBERSHIP DUES

- a) Dues of an active member shall be thirty-five dollars (\$35.00) annually.
- b) Dues of a retired member shall be seventeen dollars and fifty cents (\$17.50) annually.
- c) Dues are payable in January.
- d) Dues may be changed by the majority vote of the Board of Directors.

## ARTICLE IV Directors

### 1) MANAGEMENT OF THE CORPORATION

The Board of Directors shall manage the Corporation. The Board of Directors shall consist of eleven(11)elected Directors and all eligible Past Presidents. Each elected Director shall be at least nineteen (19) years of age and a member in good standing of the Corporation. Six of the eleven elected Directors shall also be Officers of the Corporation as set forth in Article V hereof. All Past Presidents shall be members of the Board of Directors, with the right to vote, as long as they maintain their membership in good standing.

### 2) ELECTION AND TERM OF OFFICERS AND DIRECTORS

At each annual meeting of members the membership shall elect the following Officers and/or Directors for a term of two (2) years for Officers and three (3) years for Directors.

- a. President
- b. First Vice-President
- c. Second Vice-President
- d. Third Vice-President
- e. Secretary

f. Treasurer

The remaining six Directors shall be elected at such annual meeting for a term of three (3) years. Current Directors and Officers of the predecessor organization, which was incorporated under the Not-for-Profit Law, herein on February 5, 1996 shall continue to hold and serve their current office until the expiration of their term so as to assure overlapping of terms of office as previously set forth in Article VII of the prior by-laws of the unincorporated Association to which this Corporation has succeeded.

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3) INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by a vote of the members or by a two-thirds vote of the Directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

4) VACANCIES

Vacancies among the Officers and/or Board of Directors shall be filled by vote of the Board of Directors and such person shall hold office until the next annual meeting. In the event of a vacancy on the Board of Directors, the President may appoint a person to fill that vacancy subject to approval by the board of Directors at the next Board meeting. Such person shall hold office until the next annual meeting.

5) REMOVAL OF DIRECTORS

Any or all of the Directors may be removed, for cause, by a two-thirds vote of the members or by a majority action of the Board. Directors may be removed, without cause, only by a majority vote of the members.

6) RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless

otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### 7) QUORUM OF DIRECTORS

Unless otherwise provided for in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business.

#### 8) ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

#### 9) PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.

#### 10)REGULAR ANNUAL MEETING OF THE BOARD OF DIRECTORS

A regular annual meeting of the Board shall be held immediately following the annual meeting of members at the place of such annual meeting of the members.

#### 11)NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the Board may be held without notice at such time and place as the Board may determine, by majority vote of the Board. Special meetings of the Board shall be held upon notice to the

Directors and may be called by the President upon seven(7)days notice to each Director either personally or by mail or by means of electronic transmission. Special meetings shall be called by the President or by the Secretary in a like manner or by written request of four(4)Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such member.

A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

## 12)CHAIRPERSON

At all meetings of the membership or the Board of Directors the President, or in the absence of the President, the highest ranking Officer present, shall preside. (In the order as set forth in Article V §(1)

13) Standing Committees of the Corporation shall include but are not limited to the following:

- a) Membership l) Resolutions
- b) Education m) Awards
- c) Parliamentarian n) TSLE&D Liaison
- d) County Chapters o) Justice Court Fund Liaison
- e) Publicity p) Division Criminal Justice
- f) Audit Services Liaison
- g) Sick & Welfare q) Financial
- h) Nominating r) Court Clerk of the Year
- i) Program s) Store
- j) Legislation t) Docket
- k) Conferences u) SMA Liaison

The President shall appoint members to serve on committees and shall be an ex-officio member of all committees, except the nominating committee.

### 13) PUBLICATION EDITOR

a) The Corporation shall have an official publication, "The Docket" The purpose of the publication shall be to act as the official notice medium of the Corporation. Additionally the publication shall be the medium to convey the internal communications and educational programs of the Corporation.

b) The Board of Directors, by a majority vote, shall appoint an official editor of "The Docket." The duties of the editor shall be to edit and cause the publishing and distribution of "The Docket" to all members in good standing, honorary members, and retired members. The editor shall serve at the pleasure of the Board of Directors and until such time as the Board, by a majority vote, shall appoint a successor.

c) The editor shall not be a voting member of the Board of Directors, unless otherwise entitled to such privilege by virtue of election or appointment.

### ARTICLE V - Officers

#### 1) OFFICES, ELECTION, TERM

The membership shall elect a President, First Vice-President, Second Vice-President, Third Vice-President, a Secretary, a Treasurer and such other Officers as the membership may determine who shall have such duties, powers and functions as hereinafter provided. All Officers shall be elected to hold two (2) year terms. Each Officer shall hold office for the term for which elected or appointed and until such Officer's elected or appointed successor has been qualified. No person shall hold more than one office.

#### 2) REMOVAL

Any Officer elected by the membership may be removed by the membership, with or without cause, by a two-thirds vote of the qualified members present at a meeting duly called as per Article III §(2) and/or (3). The vacancy shall be filled per Article IV §4.

### 3) RESIGNATION

An Officer may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such Officer and the acceptance of the resignation shall not be necessary to make it effective.

### 4) PRESIDENT

The President shall be the presiding officer of the Corporation. It shall be the duty of the President to preside at all meetings of the Corporation. The President shall cast the deciding vote on any matter, whether before the Board of Directors or the membership.

### 5) FIRST VICE-PRESIDENT

The First Vice-President shall assume the duties of the President in the absence of the President. The First Vice-President shall be the Chairperson of the Membership Committee. Additionally the First VicePresident shall perform such duties as may be assigned by the President.

### 6) SECOND VICE-PRESIDENT

The Second Vice-President shall be Chairperson of the Education Committee and coordinator of the district Training curriculum and assignments and will develop and coordinate this activity with the Conference Committee Chairperson, where applicable. This officer will be the liaison officer with all county chapters, specifically to assist all county chapters in implementing appropriate programs wherever possible. Additionally the Second Vice-President shall perform such duties as may be assigned by the President.

## 7) THIRD VICE-PRESIDENT

The Third Vice-President shall be the Chairperson of the Parliamentary Committee and shall be responsible for fostering county chapters of this Corporation. Additionally the Third Vice-President shall perform such duties as may be assigned by the President.

## 8) SECRETARY

The Secretary shall:

- a) Be responsible for the minutes of all meetings, either of the membership or the Board of Directors.
- b) Shall have custody of the seal of the Corporation and shall affix and attest such seal when duly authorized by the Board of Directors.
- c) Shall give proper notice to all members and interested parties as prescribed in Article III §(3) and Article IV §(11)
- d) Shall have custody and charge of such books and papers as the Board of Directors directs.
- e) Shall attend to all correspondence of the Corporation and shall further perform all duties incidental to this office.
- f) Shall maintain an alphabetical roll of the membership, specifically indicating names, addresses and date of membership.

## 9) TREASURER

The Treasurer shall:

- a) Have care and custody of all funds and securities of the Corporation
- b) Deposit said funds, in the name of the Corporation, in such bank or trust company as approved by the Board of Directors.
- c) Sign and execute all contracts in the name of the Corporation, when properly countersigned by the President, as authorized by the Board of Directors.
- d) Sign all checks, drafts, notes and orders for payment of money, as authorized by the Board of Directors.

e) At all reasonable times exhibit the books and accounts to any Director or upon the written request of five(5)members of the Corporation, provided such application shall be made at the office of the Corporation during ordinary business hours.

f) Prior to the annual meeting submit the books and accounts to the Audit Committee.

## ARTICLE VI

### Voting Qualifications

1) Only active members, in good standing, shall be eligible to vote in any matter before the membership.

## ARTICLE VII

### By-laws Misc. Provisions

1) The fiscal year of this Corporation shall be from January 1 to December 31.

2) The Board of Directors of this Corporation shall be bonded in the amount of sixty thousand dollars (\$60,000.00) per incident. The premium for this bond shall be a corporate expense.

3) No funds will be expended without a voucher having previously been filed with the Treasurer. All vouchers must be approved by the President and Treasurer or, in the absence of one, at least one (1) member of the Board of Directors.

4) The reasonable expenses of the President shall be paid by this Corporation, upon submission of a voucher approved by the Treasurer and two (2) members of the Board of Directors.

5) The expenses of the Board of Directors and special committees shall be paid by this Corporation for any meetings called by the President, and upon submission of a voucher approved by the President and/or Treasurer or, in the absence of one, at least one(1)member of the Board of Directors. Travel expenses whether by public or private conveyance shall be reimbursed at the rate most favorable to the association.

6) Any member of the Board of Directors, who shall miss two(2)meetings,

without proper reasons submitted in writing, can be removed from office. Such removal, with cause, may only occur after the remaining Directors have held a hearing to determine justification of such removal. The Director who shall be the subject of such removal shall be noticed at least thirty days(30)prior to such hearing. A vote of at least two-thirds of the remaining Directors shall be necessary for removal.

7) The President, with the consent of the Board of Directors, shall have the power to appoint such agents as may be necessary and proper to carry out the ministerial duties of the office.

8) An agenda for each regular or special meeting shall be prepared by the President and shall be distributed to the Board of Directors prior to any such meeting.

9) An active member in good standing may make a motion.

10) The Audit Committee shall report to the membership, in writing, the financial condition of the Corporation at the annual meeting.

11) Pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, this Corporation and its members, acting on behalf of the Corporation, shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax. These prohibitions will apply to this provision of the Internal Revenue Code and any subsequent Federal tax provisions.

12) The Executive Board is to cause an audit to occur of our association's fiscal records in years ending in "0" and "5", and upon a change in the position of Treasurer, unless such change in position has occurred within one year of the prior audit.

## ARTICLE VIII

### Elections

1) The Nominating Committee shall be appointed by the President and shall consist of five(5)members. No two(2)members of the Nominating Committee shall be from the same county. The Nominating Committee may propose no member of the Nominating Committee, as a candidate for any officer or director position.

2) Members in good standing may submit suggestions to the Nominating Committee before the annual meeting for consideration by such Committee.

3) The Nominating Committee shall present a proposed slate of officers and/or directors at the annual meeting. Names of those candidates for office shall be posted just inside the meeting room, prior to the annual meeting, for review by the membership. Floor nominations, as allowed under the decorum of Robert's Rules of Order, will be permitted.

4) Only members in good standing shall be eligible to nominate and/or vote at any meeting. The Secretary shall certify the list of eligible voters prior to the electoral process. If an ineligible vote should be cast that vote shall be null and void, unless the matter of eligibility is resolved prior to the inception of any vote.

5) The election shall be by written ballot, in the event of a contest for any office. The management of the electoral process shall be controlled by the Nominating Committee, who shall be responsible for the entire electoral process. The chairperson of the Nominating Committee shall report the electoral vote to the membership and shall be responsible for the maintenance and destruction of any ballots.

6) The Secretary, upon the proper motion, may cast the singular ballot to elect any officer and/or director.

7) The majority vote shall constitute the will of the membership.

8) Retiring Officers/Directors – No officer or director who has served one full two-year term (officer) or two full three-year terms (director) shall be eligible for re-election to the same office until two years have lapsed, unless the office cannot be filled by nomination. This rule does not apply to the Secretary or Treasurer.

9) To be eligible for the position of an officer or director the candidate must have been a Court Clerk for at least three (3) years and a member in good standing as defined in Article III.

ARTICLE IX

Seal

1) The Seal of the Corporation shall be as follows:

SEAL

ARTICLE X  
Construction

1) If there be any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE XI  
Amendments to By-laws

1) These by-laws may be adopted, amended or repealed by a majority vote of all members, in good standing, present at an Annual Meeting provided one(1)of the following conditions are met:

a) WITHOUT PUBLICATION. A member, in good standing, has submitted the proposed change to the Board of Directors prior to the Annual Meeting, however after May 31. The Board of Directors must consider the proposal prior to the Annual Meeting and submit such proposal with a recommendation, for or against, to the membership.

b) WITH PUBLICATION. A member, in good standing, has submitted the proposed change to the Board of Directors prior to the 31st day of May. The Board shall cause such proposal to be published by the editor of the "Docket" at least thirty(30)days prior to the Annual Meeting. The Board of Directors shall not, in this case, provide the membership with any recommendation, for or against.

ARTICLE XII  
Dissolution of the Corporation

The Corporation is irrevocably dedicated to and operated exclusively for educational purposes and no part of the income or assets of the Corporation shall be distributed to nor inure to the benefit of any individual. It is an educational Corporation within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 or provisions amendatory thereto. In the event of the dissolution of this Corporation or the winding up of its affairs, its property shall be conveyed or distributed to any individual or organization or organizations created and operated for educational purposes similar to those of this Corporation.

