

**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, 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

By-Laws Amended September 22, 2008

By-Laws Amended September 26, 2011

By-Laws Amended October 7, 2013

By-Laws Amended September 29, 2014

By-Laws Amended September 28, 2015

By-Laws Amended September 26, 2016

By-Laws Amended September 25, 2017

By-Laws Amended September 17, 2018

By-Laws Amended September 30, 2019

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## ARTICLE I

### Officers

The principal office of the Corporation shall be in the Town and/or Village of the current Executive 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 purpose 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, Office of the Comptroller of the State of New York, Department of Motor Vehicles, 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, non-sectarian 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.

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.
- a) (2) Active membership shall be extended to those elected or appointed Magistrates who perform the duties of Clerk of the Court in a 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.
- a) (3) An elected or appointed Magistrate may join the Association as a non-voting member. Annual Dues will be set at the same rate as an active member.
- a) (4) **Active Past President:** A Past President of this Corporation shall be considered **Active** when they remain engaged and participate in the responsibilities of running and achieving the goals of the Corporation on a consistent basis. Specific criteria to be met to be considered Active shall be when a Past President is appointed by the current President to be an active member of at least one of the Corporation's Committees and to actively participate in such. They must also follow guidelines for attendance at official meetings of the Corporation in that anyone who

misses two (2) consecutive meetings, without proper reasons submitted in writing, shall be deemed by the current President as no longer being considered **Active**. **Active** Past Presidents shall be notified of all official meetings and training sessions of the Corporation. **Active** Past Presidents who remain an active Court Clerk are required to pay membership dues and may participate as Instructors/Trainers in our educational programs. **Active** Past Presidents shall be entitled to reimbursement of expenses pursuant to Article VII (5). **Active** Past Presidents upon retirement/discontinuance of employment as a Court Clerk shall become Honorary Members as provided in this Article.

b) (1) **Past Presidents:** Are those individuals who have at any time served this Corporation in the capacity of President. Past Presidents who do not meet the criteria of an Active Past President and have retired/discontinued employment as a Court Clerk shall become an Honorary Member as listed below. Past Presidents will be recognized for their service to this Corporation as it pertains to the history of the Corporation and as the Current President deems appropriate.

c) (1) **Honorary Membership:** An Honorary member is one who has been approved by a unanimous ballot of the Board of Directors of this Corporation. It may be granted to an individual who has shown extraordinary dedication and service to the Corporation. Honorary members will not have voting ability and may not be considered for an elected office of this Corporation. They shall enjoy all other benefits of membership within the Corporation and are not required to pay membership dues. The Corporation shall not be required to reimburse the expenses for Honorary Member's attendance at meetings and conferences. Honorary membership shall be granted to Past Presidents as described in this Article.

c) (2) Retired membership shall be limited to those Clerks of a Court and/or Clerks who have served in such capacity for not less than five years and who have discontinued such employment as a court clerk.

#### 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 who are no longer employed as a court clerk 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 Date" as per Article III § (4).

## 2) MEMBERSHIP MEETINGS

The annual meeting of the Corporation shall be held in the fall. 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 Executive 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 Executive Secretary shall cause a notice of such meeting to be mailed or delivered by electronic transmission notification via email 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 be August 31<sup>st</sup> each year.

### **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 fifty dollars (\$50.00) annually.
- b) Dues of a retired member shall be twenty-five dollars (\$25.00) annually.
- c) Dues are due and payable in January but will be accepted until the fixing of the record date.
- 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 fifteen (15) elected and or appointed 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. Seven (7) of the fifteen (15) elected Directors shall also be Officers of the Corporation as set forth in Article V hereof. All Active 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, and who remain an active Court Clerk.

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

With the exception of appointed positions, at each annual meeting the membership shall elect the following Officers and/or Directors for a term of one (1) year for Officers and three (3) years for Directors. An Officer may run for a second consecutive term with the approval of the Board of Directors and the Membership at the next annual meeting

- a) President
- b) First Vice-President
- c) Second Vice-President
- d) Third Vice-President

The remaining Eight (8) 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.

2A) To be eligible to run for a position of Officer of the Executive Board, a member must complete at least two consecutive years as a Director or in an Appointed Position of the Board of Directors, provided that at the time that said individual is seeking office no greater than two years has elapsed since serving as a Director or in an Appointed Position.

The Corporation shall have an appointed Executive Secretary; Executive Treasurer and an Administrative Assistant. The Board of Directors by majority vote shall appoint an official Executive Secretary; Executive Treasurer and Administrative Assistant who shall be in good standing, shall serve at the pleasure of the Board and by majority vote of the Board a successor shall be appointed. The Executive Secretary; Executive Treasurer and Administrative Assistant shall be voting members of the Board of Directors, unless otherwise excluded from voting as stated in Article III§1A.

## **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 Executive 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 MEETING**

The Board may hold its meetings of the Corporation anywhere within the State of New York, as it may be determined by the Board of Directors.

#### **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 Executive 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 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).)

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

- |                            |                       |
|----------------------------|-----------------------|
| a) Membership              | b) Education          |
| c) Parliamentary           | d) County Chapters    |
| e) Publicity/Media         | f) Audit              |
| g) Health & Welfare        | h) Nominating         |
| i) Program                 | j) Legislation        |
| k) Conference              | l) Resolutions        |
| m) Awards                  | n) Financial          |
| o) Court Clerk of the Year | p) Store              |
| q) Docket                  | r) Technology/Website |

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 in Chief of “The Docket”. The duties of the Editor in Chief 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 in Chief 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 in Chief shall attend the meetings of the Board of Directors as a voting member. The Board shall appoint a Co-Editor to the Editor in Chief of “The Docket” whose duties shall be to assist the Editor in Chief as he/she sees fit.

d) The Co-Editor to the Editor in Chief shall attend meetings of the Board of Directors and shall be a voting member of the Board of Directors.

## **ARTICLE V**

### **Officers**

#### **1) OFFICES, ELECTION, TERM**

The membership shall elect a President, First Vice-President, Second Vice-President, Third Vice-President and such other Officers as the membership may determine who shall have such duties, powers and functions as hereinafter provided. Elected Officers of the Executive Board



shall be elected to hold a one (1) year term. 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 qualified members present at a meeting duly called 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 Executive 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 Vice-President 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. 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 the liaison officer with all county chapters of this Corporation. The Third Vice- President will assist all county chapters in implementing appropriate programs and 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) EXECUTIVE SECRETARY**

The Executive 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 V § (11).
- d) Shall have custody and charge of such books and papers as the Board of Directors direct.
- 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.
- g) As assigned and authorized shall deposit funds in the name of the Corporation, in such bank or trust company as approved by the board of Directors

### **9) EXECUTIVE TREASURER**

The Executive 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.

### **10) ADMINISTRATIVE ASSISTANT**

The president shall appoint an Administrative Assistant whose duties shall be to assist the Executive Secretary and Executive Treasurer as he/she sees fit. The Administrative Assistant shall be a member of the Board of Directors and serve on the Executive Board. The Administrative Assistant shall have voting privileges.

### **11) DIRECTOR**

A Director shall be assigned to various Association committees by the President and perform such duties under the direction of the Committee Chair. A Director may also be assigned a Committee Chair.

## **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 Miscellaneous 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) 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 Executive Treasurer. All vouchers must be approved by the President and Executive Treasurer or, in the absence of one, at least one (1) member of the Executive Board.
- 4) The expenses of the President shall be paid by this Corporation, upon submission of a voucher approved by the Executive Treasurer and one member of the Executive Board.
- 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 Executive Treasurer or, in the absence of one, at least one (1) member of the Executive Board. 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/or upon a change in the position of Executive 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 Executive 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 Executive 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 (1) full two-year term (officer) or two (2) 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 Executive Secretary, Executive Treasurer or Administrative Assistant.

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) consecutive 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 provision 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 31<sup>st</sup> 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.