

**BYLAWS OF
THE NEW YORK STATE POLITICAL SCIENCE ASSOCIATION, INC.**

ARTICLE I: NAME, PURPOSE, AND MEMBERSHIP

Section 1: Name

The name of the corporation is New York State Political Science Association, Inc. (hereafter referred to as the “Association”).

Section 2: Purpose

The purpose of the Association is to advance the study of public institutions, political behavior, and public policy and improve the quality of public deliberation and decision-making by fostering collaboration between scholars and practitioners. In furtherance of the purpose of the organization, the Association shall:

Subsection A: Hold a periodic conference, typically annually, that provides a venue to inform scholars and practitioners, while also promoting new research and recognizing excellence in the field;

Subsection B: Support the development of scholarship in all stages, foster research, and facilitate the discussion of public affairs.

Section 3: Affiliation

The Association will be a constituent member of the Northeast Political Science Association.

Section 4: Membership

The Association shall have four (4) classes of membership, as follows: Professional, Graduate Student, Undergraduate Student, and Pre-Professional Membership.

Subsection A: Professional Membership: Membership shall be available to: faculty in an academic field, practitioners employed in political science related fields, any person who is otherwise eligible for Professional Membership and who is on a leave of absence from their employment to attend a fellowship program; and any other persons holding active Professional Membership in the Association on the date of adoption of these By-Laws until such time as said Professional Membership is terminated by failing to pay dues or as otherwise set forth herein.

Subsection B: Graduate Student Membership: Membership shall be available to full- and part-time students enrolled in graduate studies at an accredited college or university and for two years for any person who is otherwise eligible for a Graduate Student Membership and who is on a leave of absence from his or her degree program.

Subsection C: Undergraduate Student Membership: Membership shall be available to full- and part-time students enrolled in undergraduate studies at an accredited college or university.

Subsection D: Pre-Professional Membership: Membership shall be available to all adults who have an undergraduate or graduate degree but who are not a student currently enrolled at an accredited college or university.

Section 5: Rights and Responsibilities of Membership

Professional Members shall be entitled to full privileges of membership, hold office, serve on and chair committees, and to serve on the Board of Directors.

Graduate Student Members are allowed to serve on the Board of Directors, and to serve on and chair committees. Eligibility for Graduate Student Membership shall expire on June 30th following the Graduate Student Member's graduation.

Undergraduate Student Members are not allowed hold office or chair committees. Eligibility for Undergraduate Student Membership shall expire on June 30th following the Student Member's graduation.

Pre-Professional Members are allowed to hold office or chair committees. Eligibility for Pre-Professional Membership shall only be for seven (7) years, consecutive or nonconsecutive.

Section 6: Termination of Membership

A Member may voluntarily terminate their membership at any time by giving written notice of the same to the Secretary. All memberships expire at the end of the fiscal year as defined in these Bylaws.

For reasons other than nonpayment as set forth above, a Member may be suspended or removed from membership for cause as determined in the sole discretion of the Board; provided, however, that prior to imposition of suspension or removal of a Member, the Board or its delegate(s) shall (1) serve said Member with written notice of the proposed suspension or removal and the reasons or allegations thereof, and (2) provide said Member with a reasonable opportunity for appeal, if so requested, before the Board or its delegate(s) to respond to the reasons or allegations put forth in order to make a case against termination of membership. The decision of the Board or its delegate(s) in determining whether a reasonable opportunity for a hearing has been given, and whether suspension or removal is appropriate, shall be final.

A member may make an official complaint to the Board suggesting another member's membership in the association be suspended or terminated by writing a letter/e-mail and sending it to both the President and the Secretary. Should the President or the Secretary be the member in question, the letter should be sent to the Vice President and/or Treasurer, but at least two officers must be included in the correspondence.

Section 7: Reinstatement of Membership

A person whose membership has been revoked by action of the Board, can be reinstated by sending all three items from the following list to the President and Secretary:

- A letter to the Board explaining why they wish to be reinstated
- The letter from the members of the Board who served on the Board at the time of the termination decision that provides details about the reasoning for the decision and other relevant information
- Two recommendations from current members in good standing offering support for the person seeking reinstatement; these members cannot be current members of the Board.

The President and Secretary will acknowledge receipt of the letter within 10 days. The Board will review the request at its next meeting and the President or Secretary will send a letter to the person requesting reinstatement with the Board's decision within 10 days of that meeting.

The person requesting reinstatement can appeal the decision of the Board by responding to the reasons put forth for not being reinstated and make a case for reinstatement within 10 days of receipt.

Any previously removed member may apply for reinstatement so long as their termination does not fall within the parameters of permanent termination discussed below in Section 8.

Section 8: Permanent Termination of Membership

A member of the Association will have their membership permanently terminated if they commit a serious infraction (determined at the discretion of the Board) and/or if they are convicted of a serious crime.

ARTICLE II: EXECUTIVE OFFICERS OF THE ASSOCIATION

Section 1: Definition

The executive officers of the Association shall include a President, a Vice President, a Treasurer, a Secretary, and such other officers, if any, as the Board may from time to time appoint or elect. No person may hold more than one office in the Association, though someone may be an Officer and Program Chair or Section Chair. Said officers shall serve as members of the Board of Directors. The Board may appoint such other officers, as it shall deem desirable or necessary, and such other officers will have such authority and perform such duties as the Board prescribes. Any such officers appointed by the Board shall not be members of the Board. The Association's Executive Officers shall be responsible for the Association's day-to-day operations. In situations of emergency, the Executive Officers shall have the power to make executive decisions to the extent that these are reasonably required.

Section 2: President

The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Board and shall perform all duties and have all powers which are commonly incident to the role of President, together with such other powers and duties as from time to time may be assigned by the Board. The President shall be an ex-officio member of all Committees.

Section 3: Vice President

The Vice President shall assist the President in the performance of their duties. In the absence or inability to act on the part of the President, the Vice President, or a delegate assigned by them, shall preside at meetings of the Board and otherwise perform the duties of the President, and when so acting, shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as from time to time may be assigned by the President or the Board.

Section 4: Treasurer

The Treasurer shall be responsible for general oversight of the fiscal operations of the Association. As part of such general oversight, the Treasurer shall monitor the activities of the Association's management and staff to keep full and accurate accounts of receipts and disbursements in the books of the Association, to deposit all monies or other valuable effects in the accounts of the Association, and to disburse the funds of the Association in a manner that furthers the tax-exempt purposes of the Association. The Treasurer shall be responsible for collecting the Annual Contributions from members of the Board and informing the Executive Officers of any outstanding Annual Contributions. The Treasurer shall render or cause to be rendered to the Board at regular meetings of the Board, or whenever the Board so requires, a statement of the accounts and financial condition of the Association. The Treasurer shall have such other powers and perform such other duties as from time to time may be assigned by the President or the Board.

Section 5: Secretary

The Secretary shall record the minutes of the meetings of the Board, and bring any correspondence they receive before the Board for discussion or necessary action. The Secretary will affix the corporate seal, which shall be kept in the Executive Office of the Association, when so authorized or ordered by the Board. In the case of the absence or inability to act on the part of the Secretary, any other officer or any other person authorized by the President may act temporarily in the Secretary's place. The Secretary shall have such other powers and perform such other duties as from time to time may be assigned by the President or the Board.

Section 6: Agreements, Contracts, Deeds, Leases, Checks, Etc.

All agreements, contracts, deeds, leases, checks, and other instruments of the Association shall be executed by the President and Treasurer or by such other person or persons as may be designated by Board resolution.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Definition and Membership

The Board of Directors (the "Board") shall manage the business of the Association, and its Directors shall include: the Executive Officers of the Association, Program Chair, Section Chairs, and any others as designated by the Executive Officers or the Board and approved by the Board.

Section 2: Terms of Office

The term of office of each Director shall be as follows:

President & Treasurer: Two-years

**Vice President, Secretary, Program Chair, Social Media Coordinator,
Chair of Arthur L. Galub Best Paper Award Committee, and Section Chairs:** One-year

Terms begin on July 1st and end on June 30th, and in any event, each Director shall continue in office until the Director's successor has been elected and qualified, or until the Director's earlier death, resignation, or removal. Each Director shall be eligible for unlimited re-election to the Board. These elections will take place during the Annual Meeting.

Section 3: Duties

Subsection A: Duties of All Directors: Consistent with the Directors' fiduciary duties to the Association of care, loyalty, and obedience, every Director is expected to participate in the governance of the Association, to regularly attend meetings of the Board, and to perform their duties of a director in a collaborative manner. No Director shall be a salaried employee or paid consultant of the Association. No Chair shall be a member of the Board of Directors of any organization whose mission, purpose, or activities are deemed by the Board to conflict with the mission, purpose, or activities of the Association.

Subsection B: Specific Duties of Section Chairs: In addition to the duties of all Directors, the Section Chairs shall be responsible for creating panels for their section for the annual conference, communicating with all in their section who submitted an abstract regarding their acceptance to the conference, securing panel chairs and discussants for those panels, and any other work that would ensure the success of such panels in their section.

Subsection C: Specific Duties of Program Chair: In addition to the duties of all Directors, the Program Chair shall be responsible for working with the host college/university on the planning and organizing of the Annual Conference. This includes but is not limited to securing space for the panels, a space for the keynote speaker and the reception, and any other space as determined by the Board. The Program Chair shall also finalize the locations of all panels and events in the Conference Packet, and keep the Board informed of progress or any problems in planning.

Subsection D: Specific Duties of Social Media Coordinator: In addition to the duties of all Directors, the Social Media Coordinator will be responsible for maintaining the social media accounts of NYSPSA. This includes sending out announcements, engaging scholars and practitioners in the field, and generally increasing the organization's visibility.

Subsection E: Specific Duties of Chair of Arthur L. Galub Best Paper Award

Committee: In addition to the duties of all Directors, the Chair of the Arthur L. Galub Best Paper Award Committee is responsible for selecting individuals to serve on the Committee with them and these selections will take place by January 31 of their term. The Chair is also responsible for communicating to the Executive Board the Committee's decisions no later than the last day of their term, June 30.

Section 4: Board Member Contributions

Every director must make an annual monetary contribution to the Association (the "Annual Contribution"). The Annual Contribution will be the payment of membership dues for the year they are in office. The Annual Contributions will be unrestricted funds for the general support of the Association. Annual Contributions must be paid in full by the last day of the Annual Conference.

Section 5: Compensation

Directors shall not receive any salary or other monetary compensation for their services as directors of the Association.

Section 6: Northeast Political Science Association General Council Membership

Since the Association is a constituent member of the Northeast Political Science Association, the Board shall appoint one Board member to the NEPSA General Council.

ARTICLE IV: MEETINGS

Section 1: Types of Meetings

Subsection A: Annual Meeting: The annual meeting of the Board shall be held in April at the Annual Conference at such time and place as shall be determined by the President. At the annual meeting, Officers and Directors are elected and their terms begin on July 1st. Notice of the time and place of the annual meeting shall be given to each Director not less than thirty (30) days before such meeting.

Subsection B: Regular Meetings: Regular meetings of the Board shall be held at such time and place as shall be determined by the President. Notice of the time and place of each regular meeting shall be given to each Director no less than ten (10) days before such meeting.

Subsection C: Special Meetings: Special meetings of the Board may be called at any time by the President, the Vice President, the Secretary, or any two (2) Section Chairs, and shall be held at such time and place as specified in the notice of such meeting. Notice of the time, place, and purpose of each special meeting and the name of each person calling the special meeting shall be given to each Director no less than fourteen (14) days before such meeting.

Subsection D: Emergency Meetings: An emergency meeting of the Board must be called by no less than two Executive Officers and can only be called for one of the following, or similar reasons:

- Elect a section chair or officer after a resignation
- Act on an expulsion of a member

Subsection E: Executive Meetings: Regular meetings of the Executive Officers shall be held at such time and place as shall be determined by the President. Special meetings may be called at any time by the President and shall be held at such time and place as shall be determined by the President. At the discretion of the Executive Officers, Directors who are not Executive Officers may attend Executive Meetings. Such non-member attendees may participate in discussions of the Executive Committee at the discretion of the President or the President's designee but may not vote.

Section 2: Notice of Meetings

Subsection A: Annual, Regular, and Special Meetings: Notice of each annual, regular, or special meeting of the Board shall be given to each director by the Secretary by first-class mail, delivery by messenger or courier service, or by telephone, e-mail, or fax, at the physical or e-mail address or telephone or fax number designated by the director for that purpose or, if none has been so designated, at their last known residence, business, or email address, not less than ten (10) but no more than sixty (60) days before the date of such meeting.

Subsection B: Executive Officer Meetings: Notice of each regular and special meeting of the Executive Officers will be given to each of its members by first-class mail, delivery by messenger or courier service, telephone, e-mail, or fax, at the address or telephone or fax number designated by the member for that purpose or, if none has been so designated, at the member's last-known residence, business, or email address at least five (5) days prior to such meeting, provided that 24-hours' notice may be given if the President or any two Executive Officers determine that an emergency warrants the shorter notice period. Directors who are not Officers will not be routinely notified of the date, time and place of meetings of the Executive Officers. However, if a Director inquires about the next meeting of the Executive Officers, the President will inform such Director, within two weeks of the inquiry, of the date, time and place of the next meeting.

Section 3: Quorum and Manner of Acting

Unless a greater proportion is required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of 51% of the entire Board. The term "entire Board" means the total number of directors set by the Board, including any vacancies. The action of a majority of the Directors present at a meeting of the Board at which a quorum exists will constitute the action of the Board, except as otherwise required in these Bylaws or under New York State law.

Section 4: Action by Unanimous Written Consent

Any action required or permitted to be taken by the Board or any committee may be taken without a meeting if all members of the Board or the committee consent in writing (including written notification via e-mail) to the adoption of a resolution authorizing the action.

Section 5: Telephonic, Video, Satellite, & Cyber Meetings

One or more directors or members of any Board or committee may participate in a meeting of the Board or of the committee by means of a telephone, video, satellite, or cyber conference or similar communications equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 6: Email Meetings

Any meeting of the Executive Officers or the Board of Directors may take place via email should it make the most sense given the nature of the topic as determined by the President. Any 5 members of the Board may object to discussion of any topic via email by submitting to the Board via the email meeting chain a letter with their five signatures, written or electronic, which would trigger a phone or in-person special meeting of the Board to discuss the topic originally set forth in the electronic meeting.

Article V: Committees

Section 1: Standing Committees

The following are the Standing Committees of the Board: Conference Committee, Bylaws Committee, and Arthur L. Galub Best Paper Award Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other Standing Committees, and each Standing Committee (excluding the Arthur L. Galub Best Paper Award Committee) must consist of at least three Directors. Each member of a Standing Committee shall serve at the pleasure of the Board. Standing Committees, other than the Executive Committee, shall have the powers specifically provided in the resolutions creating them or in committee charters adopted or revised from time to time by the vote of a majority of the entire Board.

Section 2: Standing Committee Membership

Sub-Section A: Conference Committee: This committee shall be comprised of the Board of Directors.

Sub-Section B: Bylaws Committee: This committee shall be comprised of at least three (3), but no more than five (5), members, at least three (3) of whom must be from the Board of Directors. The committee will select from its membership a chair or co-chairs to lead. The committee is responsible for reviewing the bylaws and making appropriate amendment recommendations to the Board of Directors as needed. Any member of the Association may make recommendations for changes, additions, or edits to the committee via email.

Sub-Section C: Arthur L. Galub Best Paper Award Committee: This committee shall be comprised of at least three (3), but no more than seven (7) individuals at least one (1) of whom must be from the Board of Directors and serve as its Chair. The Committee is responsible for reviewing all papers submitted to it for consideration for the Arthur L. Galub Faculty, Graduate Student, and Undergraduate Student Best Paper Awards each year. The Chair will select at least two readers for each Best Paper category.

Sub-Section D: Other Committees: Ad hoc, Special, or Oversight Committees may be appointed at the discretion of the President. In appointing such a committee, the President will appoint the chair of the committee, specify the term of the committee's existence, and define the committee's duties. Such committees shall not have any of the powers of the Board unless delegated to them in writing by the Board or its delegate(s).

Section 3: Committee Procedures

All committees, if requested by the Board, shall issue a written report to the Board via the President by first-class mail or e-mail and shall operate in accordance with meeting procedures as set forth in these bylaws or as may be prescribed by the Board.

ARTICLE VI: ELECTIONS & VACANCIES

Section 1: Eligibility

In order to run for any position on the Board of Directors, a person must meet the following qualifications:

Subsection A: President

Be a Professional Member in good standing for two (2) or more years.

Have previously served on the Board of Directors for at least two (2) years (this requirement may be waived by a 3/4 vote of the Board).

Subsection B: Vice President & Treasurer

Be a Professional Member in good standing for two (2) or more years.

Have previously served on the Board of Directors for at least one (1) year (this requirement may be waived by a 3/4 vote of the Board).

Subsection C: Secretary, Social Media Coordinator, Arthur L. Galub Best Paper Award Committee Chair

Be a Professional or Graduate Student member in good standing for one (1) or more year(s).

Subsection D: Section Chair

Be a Professional or Graduate Student member in good standing for one (1) or more year(s).

Must have some expertise in the Section they wish to Chair.

With the exception of Undergraduate Research Section which may be chaired by a Ph.D. student, a Section Chair must be a Professional or Graduate Student member in good standing for one (1) or more year(s), and, if a Graduate Student member, the section chair must have completed all required graduate coursework and exams, with only the dissertation remaining.

Subsection E: Program Chair

Be a Professional or Graduate Student member in good standing for two (2) or more years, and, if a Graduate Student member, the Program Chair must have completed all required graduate coursework and exams, with only the dissertation remaining.

Preferably someone who has served as Section Chair for at least one (1) year.

Section 2: Election of Officers

The Officers of the Association, shall be elected by a majority vote of the Board at its annual meeting for terms as set forth in Article III, Section 2 of these Bylaws. Any Board member may call for a secret ballot for the election, at which time the Board will select from its membership three people to count the ballots, one of whom must be a current Officer; the other two must be Section Chairs.

Section 3: Election of Section Chairs

The Chairs shall be elected by a majority vote of the Board at the annual meeting for a one-year term. Any Board member may call for a secret ballot for the election, at which time the Board will select from its membership three people to count the ballots, one of whom must be an Officer; the other two must be Section Chairs.

Section 4: Election of the Program Chair

The Program Chair shall be appointed by a majority vote of the Board at the annual meeting for a one-year term. Any Board member may call for a secret ballot, at which time the Board will select from its membership three people to count the ballots, one of whom must be an Officer; the other two must be Section Chairs.

Section 5: Officer & Section Chair Vacancies

An Board of Director position is only vacant if a Director sends a letter/e-mail of resignation to the President of the Association (Vice President if the President is the one resigning). A resignation shall take effect on the date specified in the notice or, if the effective date is not specified, then upon receipt of the notice. All vacancies shall be communicated to the Board and filled by Presidential Appointment until such time as the Board can meet to elect a replacement. A replacement may be elected at a regular or special meeting so long as the name of the person being nominated to fill the vacancy is made known to the Board in accordance with meeting notification rules in Article IV, Section 2 of these Bylaws.

Section 6: Removal from the Board of Directors

Any Director of the Association may be removed, with or without cause, by a majority vote of the Board of Directors. If, at any time, the Executive Officers determine that continued performance by a Director of his or her duties is likely to cause harm to the Association, the Executive Officers may temporarily suspend the Director from performance of those duties until a removal decision is made at the next meeting of Board of Directors. Any Director who does not make their annual contribution by the deadline set forth in these Bylaws may be removed from the Board of Directors as provided in this section. Any vacancy in any office may be filled by the Board of Directors at any meeting. Any Director who is elected or appointed mid-term shall hold office through the end of the term of the Board and until the election of their successor.

ARTICLE VII: INDEMNIFICATION

Section 1: Indemnification

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Association, a committee member who is not a director or officer of the Association, or an employee or agent of the Association designated for indemnification by the Board, or is or was serving at the request of the Association as a director, trustee, officer, employee or agent of another Association, partnership, joint venture, trust, or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit, or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

Section 2: Advancement of Expenses

Expenses incurred in defending a civil, criminal, administrative, or investigative action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Association or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

Section 3: Insurance

The Association shall purchase and maintain insurance to indemnify the Association and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

ARTICLE VIII: GENERAL PROVISIONS

Section 1: Corporate Seal

The Board may adopt a corporate seal, alter such seal at its pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

Section 2: Offices

The Association may have offices in such place as the Board may from time to time determine.

Section 3: Books & Records

The Secretary shall manage all Association Records including accounts of the activities and transactions of the Association, including a minute book, which shall contain a copy of the Certificate of Association, a copy of these Bylaws, and all minutes of the meetings of the Board. The Treasurer shall manage all physical and electronic Association Financial Records. All electronic records must be kept in a password protected cloud-based software, such as Dropbox or Google Drive, or on a password protected computer or external hard drive.

Section 4: Fiscal Year

The fiscal year of the Association shall be July 1 - June 30 or such other period as may be fixed by a majority vote of the Board from time to time.

ARTICLE IX: ADJUDICATION OF DISPUTES

A majority vote of the Board of Directors shall determine the final outcome of any dispute between or among Officers and other Directors of the Association.

ARTICLE X: AMENDMENTS

These Bylaws may be adopted, amended, or repealed by the affirmative vote of at least three-quarters of the entire Board. Notification of any proposed amendments to the Bylaws shall be distributed with the meeting materials for the meeting of the Board at which such amendment(s) shall be discussed, and the amendment(s) shall be voted on at a subsequent meeting.