

Bylaws

of the

New York Coalition For Open Government, Inc.

Article One

Name and Mission

Section 1. Name. The name of this organization is the “New York Coalition For Open Government, Inc.” (hereinafter the “Coalition”).

Section 2. Mission. The New York Coalition For Open Government, Inc. is a non-profit nonpartisan organization comprised of concerned citizens, journalists, activists, attorneys, educators, and others who value open government and freedom of information.

Mission Statement:

Through advocacy, education and civic engagement, the New York Coalition For Open Government, Inc. advocates for open, transparent government and defends citizens’ right to access information from public institutions at the city, county, and state levels.

Statement of Purpose:

We believe that, if government is of the people, by the people and for the people, then it should also be open *TO* the people. Government exists to serve its citizens, so access to public information should be simple. Freedom of Information Laws and the NY Open Meetings Law make access to public records a right.

When government operates openly and honestly, we, the people, can hold our elected officials accountable, fulfilling our duties as an informed citizenry. The New York Coalition For Open Government, Inc. works to ensure that all people have full access to government records and proceedings on the city, county, and state levels. Such access fosters responsive, accountable government, stimulates civic involvement and builds trust in government.

In order to accomplish our Mission, the New York Coalition For Open Government, Inc.:

- Offers a collective voice on open government issues.
- Monitors the legislature, state agencies, courts and local governments for open-government actions and issues.

- Fosters the open exchange of information through networking, seminars, training sessions and conferences.
- Works to start up new, and support existing, open government boards at the city, town, or village level.
- Explores transparency and information-sharing issues, making recommendations for either state or local government action.
- Counsels and educates public officials on their legal responsibilities around open government and transparency.
- Assists with Court actions in support of greater government transparency.
- Prepares educational reports or other publications.
- Shares information through our Facebook Page and online resources.

Article Two

Members

Section 1. Membership Classes. The Coalition shall have two (2) classes of membership: Directors and General Members. Directors serve on the Board of Directors of the Coalition and shall have voting rights. General Members shall be entitled to join the Coalition under terms and conditions established by the Board of Directors as non-voting members.

Section 2. Membership Application. Application for General Members shall be open to any individual or organization that supports the mission of the Coalition as stated in Article One above. General Membership is granted after completion and receipt of a membership application and annual dues. All General Memberships shall be granted upon a majority vote of the board. Section 3. Annual dues. The amount required for annual dues shall be \$20 each year, unless changed by a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Termination. The Board may, at its discretion, terminate the membership of any General Member at any time.

Article Three

Board of Directors

Section 1. Board of Directors. All powers vested by law in the Coalition business and other affairs are exercised by and under the direction of, the Board of Directors (hereinafter the “Board”).

These powers include, but are not limited to, setting Coalition policy, setting the compensation of any employees of the Coalition, making contracts and expending the Coalition's funds, passing all rules and regulations necessary and proper for the Coalition, and to take any acts that it deems to be in the Coalition's best interest and that are not inconsistent with the Articles of Incorporation or these Bylaws. Certain of the Board's authority is delegated to the Executive Committee as set forth in Section 1 of Article Six.

Section 2. Number of Directors. The Coalition's Board shall consist of not less than 5 nor more than 15 Directors, the exact number to be set from time to time by resolution of the Board.

Section 3. Election of Directors. The members of the Board of Directors shall be elected by the Board of Directors for two-year terms. Terms of office shall be based on calendar years. Terms of office shall be staggered, so that approximately one-half of the members of the Board shall be subject to election each year.

Section 4. Director Terms. Directors serve a two-year term. Each Director shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected or, if earlier, until the death, resignation, or removal of such Director.

Section 5. Founding Directors. Approximately one-half (1/2) of the Directors selected at the founding of the Coalition (hereinafter "Founding Directors") shall serve an initial one-year term. Approximately one-half (1/2) of the Founding Directors shall serve an initial two-year term. The determination of which Founding Directors will serve initial one-year, and two-year terms will be made when the Founding Directors are selected.

Section 6. Vacancies. In the event of a vacancy occurring in the Board for any reason, the Board of Directors by a majority vote of the Directors present at a meeting of the Board may fill the vacancy.

Section 7. Resignation and Removal. A member of the Board of Directors may resign by delivering a written resignation to the Secretary of the Coalition, and any member of the Board of Directors may be removed when, in the opinion of the Board of Directors, such removal is justified by the affirmative vote of two-thirds (2/3) of the Directors present at any meeting called for that purpose, provided that such member shall have first been served with written notice of the proposed removal and shall have been given an opportunity to be heard at the meeting at which such vote is taken. Any member with three consecutive unexcused absences from regularly scheduled meetings of the Board shall be considered to have resigned from the Board subject to the Board's authority to reappoint that member. In the event of a vacancy during a term, a successor shall be elected to fill out the existing term by a majority vote of the Board of Directors present at any meeting at which such vote is taken.

Section 8. Executive Committee. The Executive Committee of the Board shall consist of the President, Vice-Presidents, Secretary, and Treasurer. The Executive Committee shall exercise such powers as the Board of Directors may delegate to it, and the Board may modify the scope of such powers at any time.

Section 9. Executive Committee Meetings. The President is empowered to call meetings of the Executive Committee. A meeting of the Committee may also be called by any two other members of the Committee for the purpose of exercising the Committee's proper authority.

Section 10. Staff Positions. The Board of Directors shall have the authority to hire and fire an Executive Director and to approve the creation of such other salaried staff positions as it deems necessary and proper and within the confines of the budget. The Executive Committee shall serve as the Management Committee for the Coalition on behalf of the Board of Directors. The Executive Committee shall: 1) recommend to the Board the hiring and/or firing of the Executive Director, 2) select a search committee to identify potential candidates for the position of Executive Director. The Executive Committee shall inform and update the Board of Directors about employment matters in a timely manner.

Section 11. Committees. The President, with the advice and consent of the Board of Directors by resolution adopted by a majority of the Directors present at any meeting at which such vote is taken, may designate and appoint one or more committees, each of which shall consist of three or more directors, including but not limited to, a committee to accept, review and present to the Board nominations to the Board of Directors. Each committee shall act under the direction of the Board of Directors.

Article 4

Meetings of the Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and times as may be fixed by a resolution of the Board. Special meetings shall be held whenever called by the President or by one-third of the Board in writing. The annual meeting of the members shall be held at such place and time as may be fixed by resolution of the Board. The Board shall keep minutes of its meetings and a full account of its transactions.

Section 2. Notice. Notice in writing of the place, date and hour of every regular and special meeting of the Board shall be given not later than ten (10) days before the date set for the meeting. No notice need be given to any member who waives such notice in writing either before or after the meeting.

Section 3. Quorum. A quorum shall be defined as a majority of the Board of Directors serving at a given time and shall be necessary and sufficient to constitute a quorum for the transaction of business. Members of the Board of Directors may participate in a Board meeting – and be considered present at the meeting – through a conference telephone, video conference, or similar method of communication by which all persons participating in the meeting can hear each other.

Attendance in person or by telephone or video conferencing of a majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board, but if at any meeting there be less than a quorum present, a majority of those present may with notice adjourn the meeting until a quorum shall attend.

Section 4. Consent. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the members of the Board.

Section 5. Consensus Decision Making. The Board will strive to make decisions via consensus. Consensus means that Board members can agree to or live with a decision made by the Board. Consensus simply connotes acceptability, and does not necessarily mean unanimity.

Meetings shall be governed by consensus, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or provisions of law.

Meetings of the Board of Directors are open to all members to ensure that viewpoints of all affected parties have an opportunity to be shared and considered. Everyone is given an opportunity to speak; however, the chair may limit discussion on topics deemed to be non-constructive.

All members whether voting Directors or non-voting General Members will have the opportunity to contribute and careful consideration will be given to all views in the decision-making process.

Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair shall refer the question to be decided by a majority vote of the Board of Directors present at a meeting.

Article Five

Officers

Section 1. Officers. The Coalition shall have five Officers, all of whom shall be Directors. The Officers are: President, two Vice-Presidents, Secretary, and Treasurer.

Section 2. Election of Officers. Each of the Officers shall be elected by a majority vote of Directors present at a Board meeting at which there is a quorum.

Section 3. Officer Terms. Officers serve a two-year term. Each Officer shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected or, if earlier, until the death, resignation, or removal of such Officer.

Section 4. President. The President is the principle executive officer of the Coalition and shall supervise all of the business and affairs of the Coalition. The President serves as chairman of the Board and chairman of the Executive Committee; presides over meetings of the Membership, Board, and

Executive Committee; ensures that policies and resolutions of the Board and Executive Committee are carried out; makes appointments as provided in these Bylaws; and has authority to perform other duties as set forth in these Bylaws and as the Board or Executive Committee may designate.

The President may sign, with any other Officer of the Coalition authorized by the Executive Committee, any contracts or other written instruments which the Board or Executive Committee has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or Executive Committee or by these Bylaws or by statute to some other Officer or agent of the Coalition.

Section 5. Vice-President. There shall be two Vice Presidents. A First Vice President and a Second Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties as may be assigned by the President or designated by the Board or Executive Committee.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board, the Executive Committee, and the Members; ensure that all notices provided for in these Bylaws are given; serve as the custodian of the Coalition's records and its seal; serve as a member of the Membership Committee; oversee the maintenance of all Membership records, including Members' addresses, phone numbers, and email addresses; and perform such other duties as may be assigned by the President or designated by the Board or Executive Committee.

Section 7. Treasurer. The Treasurer shall be responsible for the financial books and records of the Coalition; oversee the Coalition's finances; prepare an annual budget to be approved by a majority vote of the Executive Committee by December 15 each year; make quarterly financial reports to the Executive Committee and annual financial reports to the Board; serve as a member of the Finance Committee; and perform such other duties as may be assigned by the President or designated by the Board or Executive Committee.

Article Six

Executive Committee

Section 1. Executive Committee. The Executive Committee of the Board shall consist of five members of the Board: President, Vice-President (2), Secretary, and Treasurer. The Executive Committee will exercise all powers delegated by the Board between meetings of the Board; oversee the operations of the Coalition; supervise the Coalition's professional staff; and perform such other duties and functions as determined and delegated by the Board and as set forth in these Bylaws.

Section 2. Removal. An Officer may be removed from office without the assignment of any cause by a 2/3 vote at any properly convened meeting of the Board, provided that written notice of the intention to consider removal of such Officer has been included in the notice of the meeting. In such cases, an Officer will not be removed without having the opportunity to be heard at the meeting, but a formal hearing procedure need not be followed. If at any point in the term of an Officer the individual holding such office has not been present at more than half of the regularly scheduled Board meetings or half of the regularly scheduled Executive Committee meetings held during his or her term, the Officer shall be removed from office automatically.

Section 3. Meetings. The Executive Committee shall meet at such times as the President or a majority of the Executive Committee deem necessary. Notice of all Executive Committee meetings shall be given by mail, facsimile, or email at least seven days before any meeting.

Section 4. Quorum. A quorum shall be defined as a majority of the Executive Committee serving at a given time and shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Executive Committee present at any meeting at which there is a quorum shall constitute an act of the Executive Committee, except as otherwise specifically provided by statute or these Bylaws. Members of the Executive Committee may participate in an Executive Committee meeting – and be considered present at the meeting – through a conference telephone, video conference, or similar method of communication by which all persons participating in the meeting can hear each other.

Article Seven

Professional Staff

Section 1. Executive Director. The Executive Committee may recommend to the Board of Directors an appointment and fix the terms of compensation and employment of an Executive Director who shall serve for such term as the Board of Directors shall determine. The Executive Director shall be the general executive of the Coalition and shall be empowered to enter contracts to effect the Coalition's day-to-day business and shall be responsible to the Board of Directors. The Executive Director shall have the following duties and responsibilities: submit to the Treasurer a preliminary budget for the subsequent year by November 1 each year; coordinate all of the Coalition's day-to-day and primary activities, including legislative initiatives, public education, and fundraising; serve as an ex-officio member, without a vote, on the Board and the Executive Committee; and perform such other duties as may be assigned by the President or designated by the Board or Executive Committee. The Executive Director is authorized to accept or reject contributions on behalf of the Coalition, subject to any guidelines set by standing resolutions of the Board of Directors or its designee.

Section 2. Executive Assistant. The Executive Director may hire and fix the terms of compensation and employment of an Executive Assistant, subject to ratification by the Board of Directors, who shall serve for such term as the Executive Director shall determine or at the pleasure of the Executive Director.

The Executive Assistant shall assist the Executive Director as the Executive Director, President, Board, or Executive Committee designate. The Executive Assistant also will maintain, on a daily basis, a Coalition website that keeps Members and the public informed about freedom of information activities statewide and that provides educational and legal resources concerning the current state of the law.

Article Eight

Conflict of Interest

No Director, Officer, or member of a Committee of the Coalition shall maintain substantial personal or business interests which conflict with those of the Coalition. In addition, any Director, Officer, employee or committee member having an interest in a contract or other transaction presented to the Board, the Executive Committee, or a Committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board, Executive Committee, or Committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Article Nine

General Provisions

Section 1. Amendments. The Board of Directors may propose any amendment, repeal of any provision, or add new provisions to these Bylaws at any meeting of the Board at which notice of the substance of the proposed amendment shall have been given in accordance with the provisions of this paragraph. Such amendment, repeal, or addition shall become effective upon approval thereof by action of a two-thirds majority of the Board of Directors present at any meeting of such Board at which notice of the provisions of such proposal shall have been given not less than ten (10) or more than forty-five (45) days in advance, except that there should be no provision herein which would be contrary to the purpose of the Coalition as set forth these by-laws.

The required notice may be waived by written consent of the person or persons entitled to such notice either before or after the time for giving notice. Attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends only to object to the transaction of any business because the meeting was not lawfully called or convened.

Section 2. Unanimous Consent. Any action which may be taken at a meeting of the Board or of a committee of the Board, including the Executive Committee, may be taken without a meeting if all of the Directors or all members of a committee of the Board, including the Executive Committee, as the case may be, sign written consents setting forth the action taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the Secretary.

Section 3. Compensation. The Directors, Officers, and Executive Committee Members, and Chair of any Committees shall serve without compensation.

Section 4. Fiscal Year. The Coalition's fiscal year shall be January 1 through December 31.

Section 5. Seal. The Directors shall have the power to adopt a corporate seal and to alter it.

Section 6. Annual Audit. In the discretion of the Board, or if required by law, the Funds held by the Coalition shall be annually audited by an independent auditor to be appointed by the Board and paid as a part of the expenses of the Coalition.

Section 7. Report of Receipts and Expenditures. There shall annually be published in such form as the Board may direct, a report of its proceedings during the preceding year which shall state the aggregate of the Funds of the Coalition and their sources, the disbursements made pursuant to the direction of the Board, and the purposes for which the same were made. The cost of the publication of such report shall be regarded as part of the expenses of the Coalition.

Section 8. Inspection Rights. The Attorney General of New York, or such other law officer having similar jurisdiction as may hereafter be appointed with another title, and any Officer, Executive Committee Member, Director, or duly authorized representative of the Coalition shall have, at all reasonable times during business hours, the right to inspect the books, vouchers and records of the Coalition, including those of the recipients of Coalition grants and entities with which the Coalition has a Management Agreement, in anyway appertaining to the Funds of the Coalition, their management or their distribution and application including the application of Coalition grants.

Section 9. Dissolution. In accordance with the intent expressed in these Bylaws and in the Coalition's Articles of Incorporation and in the manner in which the Coalition has conducted its business since its inception, in the event of the dissolution of the Coalition, after paying or making provisions for the payment of all its liabilities, the Coalition shall dispose of all the assets of the Coalition exclusively for the purposes of the Coalition in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or its successor similar provision, as the Board shall determine.

No surplus funds upon dissolution shall inure to the benefit of or be distributable to any Director, Executive Committee Member, or other private person. Any such assets not so disposed of by the Board shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Coalition is then located, exclusively for such purposes or to such organization or organizations, as said Board or the court shall determine, which are organized or operated exclusively for such purposes.

Section 10. Responsibility as Fiduciary. A Director of the Coalition shall stand in a fiduciary relation to the Coalition and shall perform his/her duties as a Director, including his/her duties as an Officer and/or a member of any committee of the Coalition upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the Coalition, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

Section 11. Expenses of Corporation. The Board shall ensure that the reasonable administrative expenses of the Coalition shall be incurred and paid by the Coalition. In its discretion, the Board shall allocate expenses including Management and Coalition fees to either principal or income of the Funds or other assets of the Coalition.

Section 12. Development of Fund Investment Policy. The Board shall develop and implement an investment policy for Funds of the Coalition to produce appreciation which is not inconsistent with the need for current income.

Section 13. Delegation of Duties. The Board may designate a committee or an entity in which it has entered into a management agreement as its delegate with regard to its duties under this Article.

Section 14. Personal Liability. The Directors, General Members, officers and employees of the Coalition shall not be personally liable for the Coalition's obligations.