

# **Bylaws**

## **of the**

### **New York Coalition For Open Government, Inc.**

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#### **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’ rights to access information from public institutions at the local 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, access to public information should be simple. New York’s Freedom of Information Law and the Open Meetings Law makes 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 everyone has full access to government records and proceedings on the local, and state levels. Such access fosters responsive, accountable government and stimulates civic involvement which 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 state 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 create 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 or pursues Court actions in support of greater government transparency;
- Prepares educational reports or other publications;
- Recognizes individuals and reporters who educate the public about open government;
- Shares information through our website, 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 the terms and conditions established by the Board of Directors as non-voting members at Board meetings but with voting rights at Committee and Work Group meetings.

**Section 2. Membership.** General Membership 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 receipt of annual dues.

**Section 3. Annual dues.** The amount required for annual dues is \$30.00, which can be changed by a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

**Section 4. Termination.** The Board of Directors by majority vote 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, determining the job duties, employment and compensation of any employees of the Coalition, approving contracts and expending the Coalition’s funds, passing all policies 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.

**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 Board Directors shall be elected in November by the Board for two-year terms, with terms of office commencing in January. Terms of office shall be based on calendar years. Terms of office shall be staggered, so that approximately one-half of the Directors of the Board shall be subject to election each year.

Every September Directors and General Members will be informed by the President as to what Officer and Director position terms are coming to an end in December. Those interested in serving as a Director shall forward a resume and/or letter expressing their interest to the President by the third Thursday of October.

The resumes and/or letters received by the President will be provided to the Directors at least ten days before the November Board meeting and will be attached to the November Board meeting agenda.

**Section 4. Vacancies.** In the event of a vacancy occurring on the Board for any reason, the Board by a majority vote of the Directors present at a meeting of the Board may fill the Director or Officer vacancy.

**Section 5. Resignation and Removal.** A Director may resign by delivering a written resignation to the President of the Coalition who will inform the Board promptly. Any Director of the Board may be removed when, in the opinion of the Board, 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 Director shall have first been served with written notice of the proposed removal and shall be given an opportunity to be heard at the meeting at which such vote is taken.

Any Director with three unexcused absences from regularly scheduled meetings of the Board in a calendar year shall be contacted by the President to determine whether the Director is going to continue serving or resign from the Board.

If after being contacted by the President a Director has a fourth unexcused absence, the Director shall automatically be removed from the Board. An unexcused absence is when a Director is absent from a Board meeting without contacting the President prior to the meeting.

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 present at any meeting at which such vote is taken.

**Section 6. Executive Committee.** The Executive Committee of the Board shall consist of the President, Vice-President, 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 7. Executive Committee Meetings.** The President is empowered to call meetings of the Executive Committee. A meeting of the Executive Committee may also be called by any two other members of the Committee for the purpose of exercising the Committee's proper authority.

**Section 8. Committees & Work Groups.** The President, with the authorization of the Board at any meeting may designate and appoint one or more Committees and Work Groups.

Every January the President shall appoint a Committee Chair and Co-Chair for each Committee. who will serve a one year-term, with the authorization of the Board.

Every January the President shall appoint at least three Directors to each Committee who will serve a one-year term, with the authorization of the Board.

Every January the President may appoint General Members who are interested in serving on each Committee for a one-year term, with the authorization of the Board.

Additional Committee members, whether Directors or General Members can be appointed to a Committee or Work Group by the President at any time, with the authorization of the Board.

The President shall appoint a Chair and Co-Chair for each Work Group as needed, who will serve a one-year term, with the authorization of the Board.

Work groups may be used for short-term specific projects that are overseen by a Committee. Each Work Group will be under the direction of a designated Committee with all final approval of Work Group recommendations subject to the committee's approval.

Committees are advisory and only have the ability to make recommendations to the Board, which has final decision-making authority on all matters.

A majority of members who have been appointed to serve on a Committee or Work Group must be present for there to be a quorum. Only Directors and General Members who have been appointed to a Committee or a Work Group have the ability to make motions and vote on Committee and Work Group items.

## **Article Four**

### **Meetings of the Directors**

**Section 1. Regular Meetings.** Regular meetings of the Board will occur in person or electronically by video conference or as allowed for in Article Four. Section Three. Currently Board meetings occur on the second Thursday of each month at 6:30 pm. The Board by majority vote can change the date and time that Board meetings occur.

Special meetings shall be held whenever called by the President or by one-third of the Board in writing including by electronic mail.

Emergency meetings shall be held whenever called by the President or by one-third of the Board in writing including by electronic mail.

The annual meeting of the members shall be held in person or electronically by video conference or as allowed for in Article Four Section Three, at such time as may be fixed by authorization of the Board. The Board Secretary shall keep minutes of its meetings and a full account of its transactions.

**Section 2. Notice.** Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board shall be delivered to each Director by email at least five (5) days before the day on which the meeting is to be held.

Notice of the time and place of an emergency meeting of the Board shall be delivered to each Director by email at least forty-eight (48) hours before the day and time on which the meeting is to be held.

Any requirements of furnishing a notice shall be waived by any Director who submits a waiver of notice (such waiver of notice may be written or electronic), whether before, at commencement or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.

**Section 3. Quorum.** A quorum shall be defined as a majority of the Board serving at a given time and shall be necessary and sufficient to constitute a quorum for the transaction of business. Directors of the Board may participate in a Board meeting – and be considered present at the meeting – either in person or through a telephone conference, 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 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 adjourn the meeting until a quorum shall attend.

**Section 4. Consent.** The Board may consent to take any action without a meeting if all members of the board unanimously consent in writing or electronically authorizing the action.

The consents by the board shall be filed and reflected in the Board meeting minutes.

**Section 5. Decision Making.** Meetings of the Board are open to all members and the public to ensure that viewpoints of all affected parties have an opportunity to be shared and considered.

The chair may call for a vote when appropriate to bring an item to conclusion.

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

Only Directors of the Board are able to make motions, second motions and vote on motions at Board meetings.

## **Article Five**

### **Officers**

**Section 1. Officers.** The Coalition shall have four Officers, all of whom shall be Directors. The Officers are: President, Vice President, Secretary, and Treasurer.

**Section 2. Election of Officers.** Officer elections are held in odd numbered years. The Officers shall be elected in December by the Board for two-year terms, with terms of office commencing in January. Terms of office shall be based on calendar years.

Every other October in odd numbered years Directors and General Members will be informed by the President as to what Officer position terms are coming to an end in December of that year. Those interested in serving as an Officer shall forward a resume and/or letter expressing their interest to the President by the third Thursday of November.

The resumes and/or letters received by the President will be provided to the Directors at least ten days before the December Board meeting and will be attached to the December Board meeting agenda.

**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 presides over meetings of the Board; ensures that policies and resolutions of the Board 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 may authorize.

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

**Section 5. Vice-President.** In the absence of the President or in the event of the President's inability or refusal to act, the 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, until a successor is elected as per Article 3 Section 4.

The Vice President shall perform such other duties as may be assigned by the President or designated by the Board.

**Section 6. Secretary.** The Secretary shall keep the minutes of the meetings of the Board, Committees and Work Groups; ensure that all notices provided for in these Bylaws are given; serve as the custodian of the Coalition's records; maintain a policy manual of all authorized Board policies; 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.

**Section 7. Treasurer.** The Treasurer shall be responsible for the financial books and records of the Coalition; oversee the Coalition's finances; make monthly financial and annual reports to the Board; and perform such other duties as may be assigned by the President or designated by the Board.

## **Article Six**

### **Professional Staff**

**Section 1. Staff Positions.** The Board shall have the authority to create all professional staff positions with the authorization of the Board. The Board will also set the job duties, employment terms and compensation as it deems proper within the confines of the budget.

## **Article Seven**

### **Conflict of Interest**

No Director or Employee of the Coalition shall maintain substantial personal or business interests which conflict with those of the Coalition.

In addition, any Director or Employee having an interest (financial or otherwise) in a contract or other transaction presented to the Board or a Committee shall give prompt, full and frank disclosure of his or her interest to the Board or Committee prior to any discussion, deliberation and/or action taken on any contract or transaction and the conflict, as disclosed shall be noted in the minutes. The Committee Chair shall inform the Board as soon as possible.

The Board 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 Director or Employee shall not be allowed to be at the meeting, vote on, nor use his personal influence on, nor participate in the discussions or deliberations with respect to such contract or transaction. Such Director although not present can 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 recusal from voting and participation, and whether a quorum was present.

## **Article Eight**

### **General Provisions**

**Section 1. Amendments.** The Board 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 authorization thereof by action of a two-thirds majority of the Board 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 in 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. Compensation.** The Directors, Officers, and Chair of any Committees or Work Groups shall serve without compensation.

**Section 3. Fiscal Year.** The Coalition's fiscal year shall be January 1 through December 31.

**Section 4. 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 5. 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 authorization 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 6. 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, 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 7. 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, 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 8. 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/she may serve, in good faith, in a manner he/she 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 9. Expenses of Corporation.** The Board shall ensure that the reasonable administrative expenses of the Coalition shall be incurred and paid by the Coalition. The Board as so authorized shall allocate expenses including Management and Coalition fees to either principal or income of the Funds or other assets of the Coalition.

**Section 10. 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 11. Delegation of Duties.** The Board may authorize 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 12. Personal Liability.** The Directors, General Members, officers and employees of the Coalition shall not be held personally liable for the Coalition's obligations.

**Amended November 14, 2024 with the amendments becoming effective January 1, 2025 –**  
Complete revision of the bylaws.

**Amended January 14, 2021-** eliminated one Vice President position.

**Amended April 9, 2020 -** Changed the name of the organization from Buffalo Niagara Coalition For Open Government to New York Coalition For Open Government. Changed how Vice Presidents are titled. Instead of a Vice President for Erie County and a Vice President for Niagara County. Change to the 1<sup>st</sup> Vice President and the 2<sup>nd</sup> Vice President.

**June 7, 2018 –** Bylaws Adopted after incorporating as a NY Not-For-Profit.

**January 31, 2017 –** Bylaws first adopted.