

# **Disability Pride NYC By - Laws**

## **Article 1**

### **Board Members**

a) Board members shall be nominated and voted into office

b) Any members that want to withdraw may simply say so or put it in writing.

c) A member may be suspended for a period or expelled for conduct prejudicial to the best interests of the organization, for physical violence, or abusive and extremely rude and disrespectful behavior. Such suspension etc... (as it states in the by laws.

d) Board members agree to fund raise for DPNYC and do the work they agree to do per requests made at meetings.

Notice of suspension or expulsion will be sent via email no less than 10 days in advance to everyone involved.

### **Section 2 Special meetings**

If at least 10% of the Board finds a need the Board may call a meeting.

If 20% of the Board finds a need there MUST be a meeting.

### **Section 3- Notice Of Meetings.**

Date Time Place of each meeting and special meeting shall be given to all members of the Board via email. The same shall be supplied to ALL members for general members.

Members are required to make meetings. If they can not physically be there they may send a proxy or phone conference when available. Personal appearances are highly preferred.

### **Section 4 - Quorum**

One tenth of the board constitutes a Quorum for the transaction of business. In the absence of a Quorum, a majority of the members present may from time time adjourn meetings and vote on any business transacted at the meeting.

### **Section 5 - Organization**

In the absence to the President and the Vice President the Chairperson shall be chosen by the members present.

### **Section 6 - Voting**

At any meeting, each member or person in proxy is entitled to one vote. All questions, the manner of deciding which is not otherwise prescribed, shall be decided according to Order or the by - laws according to precedence.s

## **Article II Board Of Directors**

1. Board members must act in the best interest of DPNYC.
2. Board members should avoid even the appearance of a conflict of interest.
3. Powers and Number. The Board of Directors (herein the “Board of Directors” or the “Board”) shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. They shall have power, by majority vote, to adopt rules and regulations governing the action of Board. All powers of the Board are subject to the advice and consent of the General Membership which may override board decisions by majority vote and any duty constituted General Membership meeting.

### **Section 1 Number, Qualification, Nomination, Election and Term of office.**

- a) The number of directors shall be no less than 3 and no more than 21.

b) A candidate for the Board must have attended a minimum of 3 meetings since the previous election inclusive of the nominating meeting. A member who has not attended at least 3 meetings may be permitted to be a candidate only if a majority vote to allow it.

c) no person running for the Board is permitted to collect ballots, to submit any written ballot other than his/her or any way be involved in the election process.

## **Section 2 Removal of a Director**

Any Director may be removed with cause. A vote for removal from the Board shall not constitute removal from the corporation unless they have violated one of the terms listed in Section 1 part C. Each year the Executive Director is evaluated and can be fired.

## **Section 3 Resignations**

Any director may resign at any time, in writing, by notifying the President or the Secretary.

Resign in Good Standing - 2 weeks notice is given before leaving. Volunteer agrees to finish all work and responsibilities that said volunteer committed to do before their resignation. Volunteer agrees to turn over all data

bases acquired during their stay and to help find and train their replacement.

## **Section 4 Compensation**

Directors will not receive any compensation for serving as directors of the corporation. Neither shall they receive compensation from within or without the corporation from serving another capacity representing it. Failure to follow this rule will result in immediate expulsion without a vote necessary.

## **Section 5 Powers and Duties**

President: Power and Duties. The President shall preside at all meetings of the Board of Directors and shall generally supervise the affairs of the Corporation. The President is to be informed of all goings on in the meetings and in the progress of the corporation. He or she shall keep the Board of Directors fully informed. He or she shall have the power to sign alone, unless the Board of Directors shall specifically request an additional signature, in the name of the Corporation, all contracts authorized either generally or specifically by the Board of Directors. The President shall also have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. The President reserves the right to give pre approval of any and all monies withdrawn from the DPNYC bank account to be used to pay bills incurred in the operation of

business. A small petty cash fund of up to \$150. shall be made available in the case that the President can not be reached in an emergency.

## Executive Director

The role of the executive director is to design, develop and implement strategic plans for the organization in a cost-effective and time-efficient manner. The executive director is also responsible for the day-to-day operation of the organization, which includes managing committees and staff as well as developing business plans in collaboration with the board. In essence, the board grants the executive director the authority to run the organization.[citation needed] The executive director is accountable to the chairman of the board of directors and reports to the board on a regular basis – quarterly, semiannually, or annually. The board may offer suggestions and ideas about how to improve the organization, but the executive director decides whether or not, and how, to implement these ideas.

The executive director is a leadership role for an organization and often fulfills a motivational role in addition to office-based work. Executive directors motivate and mentor members, volunteers, and staff, and may chair meetings. The executive director leads the organization and develops its organizational culture.[2]

As the title suggests, the executive director needs to be informed of everything that goes on in the organization.[citation needed] This includes staff, membership, budget, company assets, and all other company resources. Likewise it is the duty of the Executive Director to keep the President informed of all

decisions and future plans. While he/she has a certain amount of freedom to act spontaneously for the good of the corporation the ED is also directed by the Board.

**Vice President: Powers and Duties.** A Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe

### Recording Secretary

- a. keep the minutes of all meetings of the Board in books to be kept for that purpose;
- b. serve or cause to be served all notices of the Corporation;  
and
- c. perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board.

### Corresponding Secretary

- a. To read and distribute all email and mail send to DPNYC.
- b. To compose and/or send emails or letters in the name of DPNYC when asked.
- c. To maintain an updated file of all DPNYC correspondence.

Treasurer:

The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks, brokerages or depositories as the Board of Directors may designate. He/she will only have authority to make payments to invoices that have been pre approved by the President. Whenever required by the Board of Directors, he or shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors. Annually, at a meeting of the Board of Directors, the Treasurer shall present a report showing in appropriate detail: (1) the assets and liabilities of the Corporation as of a twelve (12) month fiscal period terminating not more than six (6) months prior to the meeting; (2) the principal changes in assets or liabilities during that fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. The report to the Board may consist of a verified or certified copy of a report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information hereinabove specified. The Treasurer shall, if required by the Board of Directors, file such



security for the faithful performance of his or her duties as the Board of Directors may require.

The treasurer also agrees take care of the corporations taxes each year and file all appropriate forms.

Also to maintain contact with the chairperson of the fundraising committee.

## **Section 6**

Place and Time of Meetings. The annual meeting of the Board shall be held in New York City at a time and place fixed by the Board. The time and place for holding regular meetings shall be fixed by the Board. A special meeting may be called at any time by the President or by written demand of any two (2) directors at any time and place specified by them.

## **Article III**

### **OFFICERS**

1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. The President shall be a member of the Board of Directors. The other officers may, but need not be members of the Board of Directors

2. Election, Term of Office and Removal. The Officers of the Corporation shall be elected for a one (1) year term at the annual meeting of the Board of Directors immediately following the election of directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer of the Corporation may be removed, with or without cause, by a vote of a majority of the entire Board.

3. Other Agents and Employees. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary each of whom shall hold such position at the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

#### 4. Removal

Same as removal of a Board member.

#### 5. Succession for President

The order of succession in case the president is incapacitated or is unable to perform his/her duties as president for any reason shall be the order of the officers in the Article - section 5

### **Article IV**

#### **Committees**

##### Section 1 Chairpersons and Reports

Chairpersons of Committees shall be elected by a majority of Board members. The Chairperson or a representative of each Committee shall present a verbal report of the committee's activities at each Board and General Membership meeting. If this is impossible, the chairperson or a representative shall submit a written report to the Board.

## **Section 2 Reviews**

The functioning of each committee will be reviewed by the board annually.

## **Section 3 Standing and Ad-Hoc Committees.**

There shall be several standing committees which include: Parade, Entertainment, Outreach, Fund Raising, Promotion, Volunteer, Media.

Ad-Hoc Committees shall be created when necessary.

## **Article V**

### **1. Checks**

The President and Treasurer are the only signers on the Bank Account. All funds to be released must receive pre approval from the President. A small petty cash fund of \$150. will be allowed for emergencies or when the President can not be reached.

2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

### **Article VI Fiscal Year**

The fiscal year of the Corporation shall be determined by the Board of Directors.

### **Article VII Salaries**

The Board Of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the organization.

