

**BY-LAWS OF
THE STATE SOCIETY ON AGING OF NEW YORK (SSA)
Revised October 2011**

ARTICLE I: PURPOSES

- A. The name of this organization shall be the State Society on Aging (SSA) of New York.
- B. SSA was incorporated in 1975 as a Type A Corporation. SSA was formed to provide a forum for college and university educators for the interchange of information and the stimulation of inquiry into issues and concerns in Gerontological Education. It shall also conduct programs and undertake such activities as may be appropriate for this purpose. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the not-for-profit corporation law.

ARTICLE II: MEMBERS

- A. Membership in the Society shall be open to educators, trainers, researchers, professionals, students and others who have interest in furthering the purposes of the Society.
- B. Qualifications for Membership. Membership in the society is open to individuals and organizations who seek to improve the quality of life of older New Yorkers through education, research, service and advocacy.
- C. Organizational or Individual Memberships: The classes of membership of the Society shall include organizational membership, full membership, student membership, and senior membership. Organizational members are entitled to name two voting members who are entitled to the same rights, privileges, and responsibilities as regular full members. Senior members are entitled to the same rights, privileges, and responsibilities as regular full members.
 - 1. All members shall be entitled to such privileges and to receive such publications as determined by these by-laws and by recommendations of the Board of Directors and ratification by the full members at the annual business meeting.
- D. Student Membership and Activities
 - 1. The category of student member shall be established by the Society to provide for additional educational opportunities and the professional growth of both graduate and undergraduate students interested in the field of aging. Student membership shall be defined as enrollment in a graduate or undergraduate institution for a number of credit hours recognized as not less than half-time at

that institution. Such student status must be verified on the application for membership and all subsequent renewal forms by a faculty advisor.

2. Student members may vote in Student Committee meetings and may be appointed as voting members to all standing committees of the Society with the exception of the Nominations Committee. Student members are not eligible to:
 - a. Vote in elections of the Society;
 - b. Vote at the annual business meeting except on the issue of increasing student membership dues;
 - c. Hold elected office; or
 - d. Serve as committee chairpersons for standing or ad hoc committees except as noted in these by-laws.
3. The Student Committee shall be composed of all student members of the Society. A student member is appointed to the Board of Directors by the President; this student serves as Student Representative to the Board of Directors and Student Committee Chair. The Student Representative has voting privileges on the Board of Directors. All decisions made by the Student Committee must be approved by the Board of Directors prior to implementation.
4. The Society shall sponsor various student activities as determined by the Board of Directors. All registration fees and other monies generated by student activities must be paid directly to the Society, and the Society shall pay all expenses related to approved student activities.

E. Dues and Voting Rights

1. Full members pay dues and are entitled to all rights and privileges of full membership. Student members pay reduced dues and are entitled to the rights and privileges of membership as specified in these by-laws.
2. Dues and assessments for the membership shall be determined by the Board of Directors. Changes in the dues and assessments can be rescinded by a two-thirds vote of the full members present at the annual business meeting. Student members may vote only on the issue of student dues.
3. Dues shall be collected on an annual basis.
4. Date on which valid membership is determined: The membership year shall be the calendar year.
5. Voting Rights: All members in good-standing are entitled to vote in elections for Society offices, during the Annual Business Meeting, and in all other matters requiring the consent of Society Membership as specified in these by-laws. Such voting rights do not extend to Student members of the Society except in matters of

student membership dues.

6. Proxies: Voting by proxy is not permitted in Society elections or at the Annual Business Meeting without the approval of two-thirds of the Board of Directors on a case-by-case basis.
7. Areas of Business: Areas of Society business that are exclusive rights of full membership and not under the purview of the Board of Directors are as follows: a) election of Society officers; b) approval of the amendment of the by-laws, and c) all other business brought to the Annual Business Meeting of the Society.

ARTICLE III: DIRECTORS

- A. The Board of Directors of SSA shall be composed of the five elected officers and the committee Chairpersons and/or Co-Chairpersons as appointed by the President.
- B. The Board of Directors shall function as the administrative body of the Society. The Board of Directors shall formulate policy to be recommended to the Society. It shall have responsibility for all activities undertaken in the name of the Society and shall perform such other duties as specified in these by-laws. The Board of Directors shall have responsibility and authority over the funds of the Society, and it may review or examine, upon its own initiative or upon bona fide request of a full member, the actions of any officer, committee or other instrumentality of the Society.
- C. The Board of Directors shall hold a regular meeting each year during the annual conference of the Society and at other times designated by the President with the approval of the other elected officers. Special meetings may be called upon written request to the President by a majority of the Board of Directors or at the written request of three Officers. A summary of the minutes of the Board of Directors meetings shall be made available to the membership. Completed minutes of Board meetings shall be made available to any member of SSA upon written request to the Secretary.
- D. A majority of the members of the Board of Directors shall constitute a quorum, and decisions shall be made by a simple majority of those present and voting unless stated otherwise in these by-laws. Proxy voting shall not be permitted at Board of Directors meetings. At the discretion of the President, some matters may be presented to the Board for approval using electronic communications (e.g., text messaging or email).
- E. Number of Directors: In addition to the five elected-members of the Board of Directors, the number of directors will consist of the Chairpersons and/or Co-Chairpersons of the Society's committees as appointed by the President.
- F. Procedure to increase or decrease the number of the Board the Directors: The size of

the Board of Directors may vary depending upon the appointment of Chairpersons and/or Co-Chairpersons to the Society's committees by the President. Size of the Board of Directors may also change due to increases or decreases in the number of committees as governed by the by-laws.

- G. Terms of Office: The Chairpersons and/or Co-Chairpersons of the Standing Committees shall serve a period of one year.
- H. Attendance Requirements: Members of the Board of Directors are expected to attend all meetings of the Board of Directors and the Annual Business Meeting. Removal of Directors for lack of attendance is at the discretion of the President.
- I. Removal or Resignation of Directors: The Chairpersons and/or Co-Chairpersons of the Standing Committees may be replaced at any time during the year at the discretion of the President with the approval of the Board of Directors.

ARTICLE IV: OFFICERS AND TERMS OF OFFICE

- A. The Society shall have five officers and shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer.
- B. Terms of Office
 - 1. The President shall make a consecutive three-year commitment to the Society: a one year term as President-Elect; a one year term as President; and a one year term as Immediate Past President/Chair, Nominations Committee.
 - 2. The Secretary shall serve a term of two years. The Secretary may serve no more than two consecutive terms.
 - 3. The Treasurer shall serve a term of two years. The Treasurer may serve no more than two consecutive terms.
 - 4. The officers shall assume office on the first day of the next calendar year following the close of the annual business meeting.
- C. Duties and Responsibilities of Elected Officers
 - 1. The President shall perform such duties usually associated with the office of President of an organization and not specifically delegated in these by-laws to other persons. The duties of the President shall include the following:
 - a. Preside at the annual meeting of the Society and meetings of the Board of Directors;

- b. Take responsibility for the administration of the business of the Society;
 - c. Serve as *ex-officio* member of all standing committees;
 - d. Serve as official representative of the Society or appoint such representative at conferences, meetings with official bodies or other such events that require such official representation;
 - e. Review and approve or disapprove all vouchers for payment in accordance with recommendations of the Treasurer and Budget and Finance Committee Chair;
 - f. Maintain oversight and authorize all expenditures of the Society; and
 - g. Arrange the location for, sign contracts related to the annual meeting of the Society
 - h. Responsible for the keeping of corporate records during presidential year
2. The President-Elect shall perform those duties as agreed upon with the President and assist the Program Committee Chair with the planning of the annual conference.
 3. The Immediate Past President shall Chair the Nominating Committee.
 4. The Secretary shall record minutes of the Society's annual business meeting and all meetings of the Board of Directors. The Secretary shall:
 - a. Issue notices for all Board of Directors' meetings;
 - b. Issue notices for special meetings;
 - c. Make available the minutes of meetings to the Board of Directors to all Board members and to the membership of the Society;
 - d. Perform the duties related to the elections in accordance with the procedures established in these by-laws;
 - e. Maintain and distribute stationery supplies to members of the Board of Directors;
 - f. Perform such other duties as are specified in these by-laws.
 5. The Treasurer shall receive, disburse and account for all funds belonging to the Society. The Treasurer shall:

- a. Disburse funds in accordance with procedures established in these by-laws;
- b. Distribute expense forms to members of the Board of Directors as necessary; and
- c. Work with an accounting firm designated by the Board of Directors to see that all required state and federal tax forms are filed on time and that the tax-exempt status of the Society is maintained.

D. Vacancies in Elected Offices

1. If the office of President shall become vacant, the Immediate Past President shall assume the office. If for any reason this succession shall become impossible, a successor to the office of President shall be appointed for the remainder of the unexpired term by a two-thirds vote of the entire Board of Directors.
2. If the office of the President-Elect shall become vacant, two candidates shall be nominated by the Nominations Committee and a special ballot mailed to the eligible, voting members of the Society within a period of six weeks from the time of the vacancy.
3. If the office of Immediate Past President shall become vacant, the President shall appoint a Nominations Committee Chair and assign any other duties incumbent of the office to the appropriate members of the Board of Directors.
4. If the office of Secretary or Treasurer shall become vacant, a successor shall be appointed for the remainder of the unexpired term by a two-thirds vote of the entire Board of Directors.

ARTICLE V: COMMITTEES

- A. The Committees of the Society shall consist of those deemed necessary to care out the business of the organization. These standing committees include: 1) Awards; 2) Budget and Finance; 3) Committees and Standards; 4) Education; 5) Electronic Media; 6) Executive Committee; 7) Membership; 8) Nominations; 9) Planning and Development; 10) Program; 11) Publications; 12) Social Policy; and 13) Student.
 1. AWARDS: Duties of this committee are to review candidates for a number of SSA awards, including the Walter M. Beattie, Jr. Award for making significant contributions to the field of aging in New York State, and the SSA Student Awards for students who have written high-quality research papers on a gerontological issue.
 2. BUDGET AND FINANCE: Duties of this committee include: a) auditing and reviewing the Treasurer's Report; and b) planning and implementing strategies for fundraising.

3. **COMMITTEES & STANDARDS:** The duties of the Committees and Standards Committee are: 1) to review the business and proceedings of the Society to ensure compliance with SSA bylaws; 2) to provide guidance on the conduct of the Society's business when requested by the Board of Directors, Elected Officers or SSA members, and 3) to suggest changes to Society by-laws to reflect the dynamic nature of the organization to reflect the current business and challenges of SSA.
 4. **EDUCATION:** Supports the continued education and professional development needs of SSA members from all professions, as well as students and community leaders/advocates. It provides recommendations, knowledge and expertise to the SSA Board of Directors and collaborates with the Student Committee to support students' knowledge of gerontology and careers in aging.
 5. **ELECTRONIC COMMUNICATIONS:** The Electronic Communications committee is charged with implementing and maintaining electronic communications to SSA members and the public through the SSA website, the SSA listserve, and SSA email mailbox.
 6. **EXECUTIVE:** composed of President, President-Elect, Immediate Past President, Secretary, and Treasurer.
 7. **MEMBERSHIP:** The membership committee works to recruit and attract new members to SSA as well as maintain contact with current and previous members.
 8. **NOMINATIONS:** The nominations committee works to identify and nominate members to various board positions available in SSA.
 9. **PLANNING & DEVELOPMENT:** The Planning and Development Committee identifies opportunities to disseminate information about projects and research to enhance the quality of life for older adults of New York State; to increase branding of the State Society on Aging of New York; and to strengthen support of the organization through increased membership and financial support.
 10. **PROGRAM COMMITTEE:** responsible for organizing the annual conference in October in concert with and under the direction of the President of SSA.
 11. **PUBLICATIONS:** The publications committee develops and publishes the biannual newsletter, membership directories, and other printed SSA materials.
 12. **SOCIAL POLICY COMMITTEE:** The purpose of the Social Policy Committee is to facilitate the development of policy statements that address the needs of older people in New York State and are keeping with the mission of the society.
 13. **STUDENT COMMITTEE:** Informs and encourages student participation in the State Society on Aging of New York and also strives to find out what students' needs are and ensure that SSA tries to meet these needs. It welcomes participation from both professional and student members. It aims to provide student information sharing and networking and support to students throughout New York State.
- B. The above-mentioned standing committees, other than the Executive Committee,

may be altered by a vote of two thirds of the entire Board of Directors.

- C. Chairpersons of the standing committees shall serve a one-year term; with the exception of Nominations, these committee chairs may be replaced at any time during the year at the discretion of the President in consultation with the remaining Board of Directors.
- D. Chairpersons of standing committees, with the exception of Nominations, shall be responsible for appointing all committee members from the membership of SSA; the term for committee membership shall be for one year.
- E. The President shall be a member *ex-officio* of all standing committees, but may designate an elected officer to serve in his/her place. The President-Elect shall be a member *ex-officio* of the Awards Committee; the Treasurer shall be a member *ex-officio* of the Budget and Finance Committee.
- F. The President, with approval of the Board of Directors, may appoint ad hoc committees for a period of time not to exceed his/her term of office. A chairperson of such an ad hoc committee may attend meetings of the Board of Directors as a non-voting member at the invitation of the President and with the approval of the Treasurer and Budget and Finance Committee Chair.
- G. With the exception of the Student Representative, only full members of the Society shall be eligible to serve as standing or ad hoc committee chairpersons.

ARTICLE VI: MEETINGS, BUSINESS AND RELATED AFFAIRS

- A. Annual Conference and Business Meeting
 - 1. There shall be an annual conference of the membership, the location of which shall be determined by the President-Elect with the approval of the Board of Directors. An annual business meeting shall be held during this conference.
 - 2. Written time and place of the annual business meeting shall appear in the annual conference program.
 - 3. A majority of the full members of the Society present at the annual business meeting shall constitute a quorum; the decisions shall be made by a simple majority of those present and voting.
 - 4. Registration fees for the annual conference shall be established by a majority vote of the Board of Directors upon the recommendation of the Program Committee Chair.

ARTICLE VII: PROCEDURES GOVERNING NOMINATIONS AND ELECTIONS OF OFFICE

A. Nominations

1. Nominations shall be made by a Nominations Committee made up of the Immediate Past President as committee chair, two full members appointed by the committee chair in consultation with the President, and two persons elected from the full membership of the Society.
2. The Nominations Committee shall propose a minimum of two candidates to fill each elected office of the Society and the two vacancies on the Nominations Committee for the ensuing year; The Nominations Committee shall make recommendations to the Board of Directors for filling other vacancies that may occur. In the event that the Nominations Committee is unable to propose 2 candidates, one candidate may be proposed along with the opportunity for a "write-in" candidate on the election ballot.
3. Recommendations for nominees may be submitted to the Nominations Committee Chair by any full member of the Society.
4. Upon petition by five percent of the full members, the name of any full member shall be included on the ballot. Student members of the Society are not eligible to hold elected offices (see Article II.D.2 of these by-laws).

B. Elections

2. Officers of the Society shall be elected by mail ballot or via electronic voting not less than six weeks prior to the annual business meeting.
3. A list of eligible, voting members shall be provided to the Secretary and the Nominations Committee Chair by the Membership Committee Chair in consultation with the Treasurer. Voting members in a given year shall constitute those persons who have paid full membership dues on or before June 30 of the year in which the election is to be held. Student members of the Society are not granted voting privileges in elections.
4. Ballots shall be sent to full members of the Society.
 - a. Should the Nominations Committee Chair in consultation with the Electronic Committee Chair and President determine that a paper ballot is the method of voting, members shall receive a ballot envelope and a return envelope addressed to the Secretary of the Society. Members shall be instructed to mark their ballots, place the marked ballot in the ballot envelope and return it to the Secretary in the return envelope. All return envelopes must contain both the clearly printed or typed name and signature of the voting members. Return envelopes that are unsigned and/or returned after the closing date of the election shall be declared void and shall not be counted.

b. In the event that an electronic vote of officers be implemented, the Nominations Committee Chair will cause to have the slate of officers posted on the Society's website.

4. The Secretary shall be responsible to recording the receipt of all ballots

a. If the voting is conducted by USPS, the Secretary shall mark the name of the voting member from the list provided by the Membership Committee Chair, place the ballots in a secure ballot box and holding the ballots until the election has closed.

b. If the voting is conducted electronically, the Secretary shall ensure that all votes are secured in a safe location until the ballots are counted in the presence of the Nominations Committee or his/her designated representative. The Secretary shall be responsible for the counting the ballots in the presence of the Nominations Committee Chair or his/her designated representative. The Secretary shall retain the ballots until the annual business meeting and report the outcome of the election to the Society at this meeting. In the event that the Nominations Chair and/or Secretary are unable to fulfill these duties due to conflict of interest, other members of the Board of Directors appointed by the President will perform these functions.

5. The candidate receiving a plurality of votes cast for each office shall be elected. In case of tie votes, the tie may be resolved by lots at the annual business meeting.

C. Other Activities

1. All other activities necessary to carry on the business of the Society not specified here shall be accomplished by the appropriate committees of the Society in accordance with the procedures set forth in these by-laws.

ARTICLE VIII: OTHER MISCELLANEOUS PROVISIONS

A. Amending the By-Laws

1. Amendments to these by-laws may be proposed by the Board of Directors or by a petition signed by five percent of the full members of the Society.
2. The Society, by a majority vote of full members present at the annual business meeting or by majority vote in response to a mailed ballot, may adopt such amendments to these by-laws as are consistent with the Society's purposes and goals.
3. The effective date for each amendment to the by-laws shall be specified on the

ballot. In no instance shall an amendment become effective later than the next annual business meeting.

B. Procedural Rules

1. The rules of procedure in all meetings of the Society and the Board of Directors shall be those of *Robert's Rules of Order* (latest edition) except as may be otherwise stated in these by-laws.
5. The President may appoint a parliamentarian, whose role is advisory only.

C. Indemnification

1. The State Society on Aging of New York, Inc. (SSANY) shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, acting within the scope of his duties, serves, or served as a Director, officer, employee or agent of SSANY, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees and shall advance the expenses of such person in defending such an action or proceeding, except to the extent specifically prohibited by law. The Corporation may make provision with respect to such indemnification of or advancement of expenses to officers and Directors by agreement or by resolution of the Board of Directors.