

NYS Local Government Information Technology Directors Association (NYSLGITDA) Bylaws

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UPDATED: JULY 2025



WE ARE NYSLGITDA

New York State Local Government Information Technology Directors' Association

OUR GOALS

- Our goals and objectives are designed to maximize individual growth of our members and their organizations while also growing our organization.
- Assist local governments in their use of information technology.
- Promote sound general principles for computer system development and use.
- Maintain an information file concerning local government in the State of New York and to make that information available to members.
- Advise all government agencies and officials concerning the use of information technology at all levels of local government.
- Maintain information concerning vendors of equipment, supplies and services, and to make that material readily available to members.
- Encourage, facilitate and monitor the sharing of computer technology and techniques among its members.
- Provide a continuing source of training for members and local government officials.

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ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Syracuse, County of Onondaga, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as follows:

- To assist local governments in their use of information technology;
- To promote sound general principles for computer system development and use;
- To maintain a database of relevant information concerning local government in the State of New York and to make that information available to members;
- To advise all government agencies and officials concerning the use of information technology;
- To promote and further the interests of those engaged in local government information technology services by providing a forum for the exchange of views and the dissemination of information within the local government information technology community on topics of interest;
- To promote cooperative relations among state and local government information technology directors;
- To foster collaborative research among members and to encourage education, training and projects in the field of local government information technology;
- To do any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.

ARTICLE III – MEMBERSHIP

QUALIFICATIONS FOR MEMBERSHIP

CLASSES OF MEMBERS:

This Association shall consist of associate agencies and members.

- **ASSOCIATES** – The Associates are general purpose units of local government in good standing. Local Governments are defined as Cities, Counties, Towns, Villages, School Districts, BOCES and other not-for-profit municipal agencies.
- **MEMBERS** – Active Members are the employees of the Associate.

MEMBERSHIP MEETINGS

The annual membership meeting of the corporation shall be held in the spring season of each year at a time and place selected by the Board of Directors.

The presence at any membership meeting, annual or special, of not less than 25% of active Associates registered for that meeting shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than three (3) weeks from the date scheduled under the by-laws and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent to those Associates who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of paid Associates as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All Associates appearing on such membership roll shall be entitled to vote at the meeting.

The adoption of resolutions and the determination of Corporation action on issues put before the general membership shall be accomplished by simple majority vote of those Associates present for the meeting at which a vote is taken except that amendment of these by-laws shall require approval of two-thirds of the registered Associates.

Each active Associate in good standing (annual dues have been paid in full) of the Association, registered for the meeting shall be entitled to cast one vote.

Voting shall be by either voice vote, printed ballot or roll call vote at the direction of the presiding officer. At the discretion of the presiding officer, or upon request of a member from the floor, voting shall be by roll call of those Associates duly registered for the meeting.

The President may appoint a parliamentarian at any meeting of the membership.

The order of business at any meeting shall be determined by rules of the Board of Directors, or in the absence of such rules, by Robert's Rules of order.

SPECIAL MEETINGS.

Special meetings of the corporation may be called by the Board and by the President. The Secretary shall cause a notice of such meeting to be emailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Special meetings may also be convened by the members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting. Demand for such a meeting must be made in writing specifying the date thereof, which shall not be less than two, nor more than three months from the date of the written demand. The Secretary of the corporation upon receiving the written demand shall promptly give notice of such meeting, or if he/she fails to do so, within five (5) business days thereafter, any member signing such demand may give such notice. The meeting shall be held at the place fixed under the by-laws or, if not so fixed, at the office of the corporation.

FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose

of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.

ACTION BY MEMBERS WITHOUT A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

DUES

Annual dues are \$50.00 per Associate entity and payment is expected within 30 days of receiving an invoice from the Treasurer.

PROXIES

Every active member entitled to vote at a meeting of members may authorize the Chairperson of the Nominating Committee to act for the member by proxy. Proxy must be received by the Nominating Committee Chairperson by email or signed letter prior to the meeting. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

VOTING

Each Associate must designate one member to represent the general-purpose unit of local government and to have voting privileges. Each Associate may designate an alternate to vote in the designated member's absence. Each associate may send as many representatives to meetings as desired, but only the designated member or alternate may vote.

The designated member must be responsible for the management of an internal computer operation, or if no internal computer operation exists, the member must be responsible for the users internal to the government unit for the procurement of information technology.

The designated member must have the Associate Member dues paid for the membership year to be in good standing.

ARTICLE IV - DIRECTORS

MANAGEMENT OF THE CORPORATION

The corporation shall be governed by a Board of Directors comprising the President, Vice-President, Secretary, Deputy Secretary, Treasurer, Deputy Treasurer, immediate past President, immediate past Treasurer, and seven at-large members. The office of any Director who ceases to be employed in local government shall be deemed vacant.

ELECTION AND TERM OF DIRECTORS

The election of officers and at-large directors shall be at the annual meeting by a majority of active members in good standing registered for the meeting. Officers and at-large directors shall serve for a term of two (2) years. The President may not serve more than two (2) complete consecutive terms. The Treasurer may not serve more than three (3) consecutive terms. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

Only one at-large director may be elected from a single entity. To be nominated and elected the at-large candidate must be at the CIO, Director, Manager or second-in-command position in their respective organization.

Nominations for election of officers and at-large directors shall be made by the Nominating Committee. Additional nominations for any elective office may be made from the floor.

INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in the number of directors shall shorten the term of any incumbent director.

NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason except the removal of directors without cause may be filled by a vote of majority of the directors when in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation.

Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

Any vacancy in the position of past president or past treasurer shall be filled by the most recent active member who has previously served in the respective role, provided they are available.

REMOVAL OF DIRECTORS

Any or all of the directors may be removed for cause by vote of the Associates or by action of the board. Directors may be removed without cause only by vote of the Associates.

RESIGNATION

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

QUORUM OF DIRECTORS

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

PLACE AND TIME OF BOARD MEETINGS

The board may hold its meetings at the office of the corporation or at such other places, within the state or online, as designated by the President or upon the request of three members, upon not less than three (3) days' notice.

NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the President upon three (3) days' notice to each director either personally or by email; special meeting shall be called by the President or by the Secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

REGULAR ANNUAL MEETING

A regular annual meeting of the board shall be held in conjunction with the annual meeting of members at the place of such annual meeting of members.

AUTHORITY

The Board of Directors shall have charge of the offices of the Corporation. The Board of Directors shall determine the disability of any officer of the Corporation.

At all meetings of the board the President, or in his absence, a Chairman chosen by the board shall preside.

EXECUTIVE AND OTHER COMMITTEES

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

Each committee shall adopt rules and regulations as to its procedures, except that the Chairman shall preside over all meetings of the committee and shall report his findings. Each committee shall meet at such time and place as the Chairman thereof shall designate.

The Corporation shall have three standing committees.

Audit Committee. An Auditing Committee of at least three (3) members will be elected at the annual meeting to audit the financial records of the prior fiscal year and render a report to the members at the next regular or special meeting.

Nominating Committee. There shall be a standing Nominating Committee consisting of three members. The purpose of this committee shall be to recommend candidates for offices, at-large directorships, and committee chairmanships. Its chairman will report the findings of the committee at the annual meeting at which an election is to be held.

Membership Committee. There shall be a standing Membership Committee consisting of not less than three members. The purpose of the committee is to recruit new members, to maintain current members and to adopt rules to determine eligibility for membership.

Members of the standing committees shall be appointed to serve two (2) year terms. The President shall appoint a Chairman and Vice-Chairman for each committee.

- Special or Ad Hoc Committees may be appointed by the President as needed. They may include, but are not limited to:
 - Conference Committee
 - Vendors
 - Media & Website

ARTICLE V - OFFICERS

OFFICERS

Officers of the Corporation shall be a President, Vice-President, Treasurer and Secretary. Each officer must be an active member of the Association in good standing.

TERMS OF OFFICE

All officers will serve for a term of two (2) years. The President may not serve more than two (2) complete consecutive terms. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term, except the office of the President. Any two or more offices may be held by the same person, except the offices of President and Secretary. Vacancies may be filled by active members in good standing appointed by the President until the next regular meeting.

PRESIDENT

The President shall preside at all meetings of the Corporation and of the Board of Directors. He/she shall serve as an ex-officio member of all committees, except the Nominating Committee. He/she shall perform such other duties as are usual or that may be requested by the Corporation.

VICE-PRESIDENT

In the absence or disability of the President or in the case of a vacancy in the office of President, the Vice-President shall succeed to the duties of the President. He/she shall perform such other duties as are determined by the President.

TREASURER

The Treasurer is responsible for:

- Receive and disburse all monies of the Association.
- Keep an accurate account of all transactions.
- Submit an interim report of the financial condition of the Corporation at the annual meeting.
- Make an annual report to the members concerning assets, if any, received from grants.
- File an annual report on or before January 31st of each year of all receipts and disbursements during the preceding fiscal year, together with the status of all funds and investments.
- Furnish a financial report semi-annually to the President and Board of Directors.

DEPUTY TREASURER

The Deputy Treasurer is an assistant to the Treasurer with the intent of moving into the Treasurer position after serving as the Deputy Treasurer for at least a single two year term.

The Deputy Treasurer is responsible for:

- Perform the duties of the Treasurer in their absence
- Treasurer duties as assigned by the Treasurer

SECRETARY

The duties of the Secretary include, but are not limited to:

- Take minutes at all meetings and submit them for approval at the following meeting.
- minutes should include.
 - The date, time and location of the meeting
 - A list of who attended the meeting
 - A record of motions and voting
- Serves as the custodian of NYSLGITDA records, except those specifically assigned to other officers, including meeting minutes, reports of officers, committees, board, and official correspondence.
- Make sure that bylaws and current minutes are available at all meetings.
- Makes sure that the organization's records are available to members and the Board of Directors according to the bylaws.
- Keeps a record of the official membership rolls.
- Assists the President with meeting notices, agendas, and official correspondence.
- Keeps a secure record of account information to services for the organization such as online banking, website, google groups, google workspace, etc.

DEPUTY SECRETARY

The purpose of the Deputy Secretary is to assist the Secretary and be ready to step into the Secretary position at any meeting or function that the Secretary is unable to attend. The intention of this office is to always have someone who is trained, ready, and available to step into the Secretary position permanently should the need arise.

SURETIES AND BONDS

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI - BY-LAWS

ADOPTION, AMENDMENT AND REPEAL

By-Laws may be adopted, amended or repealed by the Associates at the time entitled to vote in the election of officers and directors.

Amendments shall be submitted to the Board of Directors and presented at the next annual meeting or special meeting called for that purpose. Amendments shall be adopted by two-thirds vote of the active Associates in good standing registered for that meeting. A copy of the proposed amendments must be emailed out to the active members or posted on the NYSLGITDA Google Doc's site at least five (5) days prior to the meeting called for the adoption of the amendment.

By-laws may also be adopted, amended or repealed by the Board of Directors but any by-law adopted, amended or repealed by the Board may be amended by the designated members entitled to vote thereon as herein fore provided.

ARTICLE VII - SEAL

The seal of the corporation shall be as follows:



ARTICLE VIII - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE IX - FINANCES

DUES

The Corporation shall be financed by dues. The Board shall annually determine an equitable basis for the participating local governments. Dues shall be payable to the Treasurer during the month of January of each year and will be considered delinquent if not paid by the spring conference. Associates not paying their dues may be excluded from conferences.

GRANTS

In furtherance of its purposes the Corporation may enter into contracts for and receive and expend grants from private foundations and agencies as well as from the federal, state and local governments. The board shall apply all assets thus received to the purposes specified in the granting instrument and to the payment of the reasonable and proper expenses of administration of such assets.

The board shall cause accurate accounts to be kept of such assets separate and apart from the accounts of other assets of the corporation and unless the terms of the granting instrument provide otherwise, the Treasurer shall make an annual report to the members concerning these assets.

BUDGET

The annual report of the Corporation shall be prepared and recommended by the Treasurer. The Board of Directors shall be vested with power to alter and amend such proposed budget and shall formally adopt such budget on or before December 15th for the following year. The President or Vice President are empowered to alter or amend the operational budget to an amount of \$2,000 without approval of the full Board of Directors.

DISBURSEMENTS AND EXPENSES

All disbursements of Corporation funds shall be made by the Treasurer by check, approved by the President, in writing, and drawn after receipt of an itemized statement. The Board of Directors shall direct such other requirements as they deem necessary and may audit, or cause to be audited, all bills against the corporation in accordance with such rules and regulations as such Board of Directors may properly establish.

All officers and committee members may be reimbursed for their actual and necessary expenses incurred in the performance of their duties, provided a statement is submitted and approved pursuant to rules and regulations by the Board of Directors and filed in the office of the Corporation. No officer or committee shall incur any other liability, except with the approval of the Board of Directors or by a resolution of the Corporation. Travel expenses will be at the actual cost of meals and lodging and mileage at the IRS Reimbursement Rate.⁵

AUDIT

The Board of Directors shall cause the accounts of the Corporation to be audited annually.

ANNUAL REPORT

The Board shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or firm of such accountants selected by the board, showing in appropriate detail the following:

- The assets and liabilities, including the trust funds, of the corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting.
- The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during said fiscal period.
- The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.
- The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.
- The annual report of the directors shall be filed with the records of the corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

ARTICLE X - AFFILIATE ASSOCIATIONS FINANCES

VOTES

The Corporation, by majority vote of qualified Associates, may vote to affiliate with any other non-profit and/or not-for-profit organization where such affiliation will further the Corporation's objective.

CURRENT AFFILIATES

The Corporation's current affiliates are:

- NYS Office of Information Technology Services
- The NYS Forum
- New York State Association of Counties (NYSAC) National Association of Counties (NACo)
- New York Association of Local Government Records Officers (NYALGRO)
- Center for Technology in Government

REPRESENTATIVES

The President shall appoint a representative to represent the Corporation at meetings of the affiliates.

REVIEW

The Corporation may receive a motion from the floor calling for a vote on whether or not to retrain current affiliations. The Corporation must entertain such motions, if made, at least annually.

ARTICLE XI - SERVICES

Only active members in good standing of the Corporation shall be entitled to receive publications and other services of the Corporation including access to NYSLGITA Google Groups.

ARTICLE XII - LEGISLATIVE ACTION

No officer, member, or committee shall make any statement in the name of the Corporation with reference to any proposed or pending legislation without prior authorization being given by a resolution duly adopted.

ARTICLE XIII - DISCIPLINARY PROCEDURE

All Associates and their representative members are expected to follow NYSLGITDA rules and conduct themselves in ethical and honorable manner. Should a member violate these principles by not following the rules or acting out in an offensive or unprofessional manner would be subject to disciplinary actions ranging from a verbal or written warning, removal from an event or meeting to censure from participating in any future meeting or events. (See the NYSLGITDA Code of Conduct.)

Such unacceptable behavior will be brought to the executive board's attention. All available Executive Board members will meet to evaluate the level of egregious behavior and assign an appropriate disciplinary action.

ARTICLE XV - DISSOLUTION

The organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose, and with subsequent approval by no less than two-thirds (2/3) vote for the Associates. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Physical assets shall be sold at fair market value. Any funds left over shall be donated to another organization or non-profit group at the discretion of the Board of Directors.

**** Roberts Rules of Order will be referenced for any situation not covered in these bylaws.**