

BY-LAWS OF THE NEW YORK STATE ACADEMY FOR PUBLIC ADMINISTRATION

Adopted at Organization meeting of the Board of Directors and amended November 14, 1983, December 5, 1984, June 11, 1985, April 17, 1990, June 26, 1991, June 23, 1994, July 22, 1996, June 12, 1997, June 2, 2008, December 31, 2010, May 14, 2018, May 17, 2019, and April 1, 2025.

Article I NAME

The name of the Corporation is THE NEW YORK STATE ACADEMY FOR PUBLIC ADMINISTRATION (hereinafter referred to as the “State Academy”).

Article II PURPOSE

The State Academy has been organized as a non-profit corporation under New York State Not-For-Profit Corporation Law to carry out its charitable, educational, and scientific purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. The purposes for which the Academy is formed are to:

- Operate exclusively for the charitable, educational, and scientific purposes, including the improvement of policies, processes, personnel, and institutions of public administration.
- Promote scholarly inquiry and discussion concerning public administration.
- Sponsor state or regional in-service training and other special conferences or similar educational programs; and,
- Provide advice, analysis, and information on public administration problems or issues, upon request, to governmental units and any nonprofit organizations, including those defined by Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

Article III MEMBERSHIP

A. Composition

The State Academy is comprised of three levels of membership: Fellow, Member, Student Member. The definition for each Membership Level is as follows:

Fellow: Individual who has made a substantial contribution to public administration/service, often with senior leadership experience, and may lend expertise to the State Academy’s programs

and activities. Admittance to the State Academy is a recognition of the individual's service and contribution to field of public administration and will be through a selective application process as outlined in paragraph B of this Article.

Member: An established public service professional or an individual new to public service interested in professional development and growth.

Student Member: Individuals who are in the process of acquiring a graduate or undergraduate degree with the desire/intention of pursuing a career in public service at the state or local government level, or with a non-profit entity.

B. Selection Process for Those Seeking Admittance to the State Academy at the Fellow Level

The selection process for those seeking admittance to the State Academy at the Fellow membership level is a selective process consisting of three stages: 1) Nomination by which a person is recommended for membership as a Fellow by a current SAPA Fellow, a work supervisor, or self-nominated; 2) Application by which a nominee completes and submits electronically an official application packet (available on the State Academy website); 3) Approval which requires a majority vote of the Board of Directors upon review of the nominee's application packet. Application forms will provide the criteria to be used in assessing the nominee's request for admittance as a Fellow of the State Academy.

C. Selection Process for Those Seeking Admittance to the State Academy at the Member and Student Member Levels

Member Level: Admittance to the State Academy as a Member is an open application process. Those seeking admittance as at the Member Level of the State Academy are required to complete a Membership Application available on the State Academy website. Upon receipt, the Membership Committee will review the application to ensure completeness and notify the applicant of their admittance to the State Academy at the Member Level.

Student Member: Those seeking admittance to the State Academy at the Student Member Level are required to complete a Membership Application and provide proof of enrollment. Upon receipt, the Membership Committee will review the application to ensure completeness and the applicant's proof of enrollment and notify the applicant of their admittance to the State Academy at the Student Member level.

In addition, the following individuals will be granted honorary State Academy membership for one year at the appropriate level:

- Individual persons who receive the Nelson A. Rockefeller Award
- Individual persons who receive the State Academy Public Service Excellence Award
- Speakers at State Academy events who otherwise meet the criteria for membership in paragraph "A" of this Article.

D. Duration of State Academy Membership

An individual's State Academy membership will continue upon payment of dues after the first year of membership and each year thereafter. Dues exemptions will be in accordance with these By-Laws, Article IV – Dues.

Article IV DUES

A. Establishment and Collection of Dues

The membership year for the State Academy shall be January 1 through December 31. Each individual member, regardless of Membership Level, shall pay annual dues as determined by the Board of Directors. Dues notices shall be distributed to all individuals included on the State Academy's Membership Roster. A follow-up notice shall be sent to those who have not responded by renewing or canceling their membership. If no positive response is received after the follow-up notice, the membership shall be deemed inactive, and the individual will be removed from the State Academy's Membership Roster.

B. Exceptions

New individuals at the Fellow, Member, or Student Member membership levels shall not be responsible for the payment of dues until the start of the first full calendar year after admittance to the State Academy. Once a Fellow or Member of the State Academy attains 80 years of age, they shall be exempt from the payment of dues thereafter.

Article V ORGANIZATION

A. Board of Directors

The Board of Directors shall be responsible for the management, direction, and conduct of the activities of the State Academy. The Board at all times shall be accountable to the membership of the State Academy.

1. Membership: The Board shall consist of a minimum of nine Directors. The Immediate Past Chair of the State Academy shall serve on the Board *ex officio*, if not otherwise a member of the Board of Directors, until there exists a new Immediate Past Chair. Service on the Board of Directors in an *ex officio* capacity shall not preclude nomination for election to the Board of Directors.
2. Election of Directors: Three Directors shall be elected each year by the membership of the State Academy for a term of three years, with terms of one-third arranged to

expire each year. If there should be a Board of Directors not divisible by three (3), elections will be held for the number of Directors who have served three (3) years and to retain the number of Directors to at least nine. Terms of office shall commence on July 1. Directors may serve no more than two consecutive elected terms.

3. Nominations for the Board of Directors: Candidates for election to the Board of Directors shall be nominated by the Board of Directors, through a Nominating Committee. Candidates for the Board of Directors shall be solicited from all levels (Fellow, Member, Student Member) of the State Academy's membership. The Nominating Committee shall determine if proposed nominees are willing to serve if elected. The Nominating Committee shall propose to the Board of Directors a proposed slate of candidates, which may include members of the Nominating Committee. Members of the Nominating Committee shall recuse themselves from the vote of the Committee on their candidacy.
4. Terms of Service: The tenure of any Director shall terminate upon the: 1) effective date of resignation submitted in writing to the Board; 2) expiration of the period for which elected; 3) removal from office pursuant to Section 6 below; or 4) death.
5. Filling of Interim Vacancies: When a vacancy arises prior to the expiration of the individual's term, the Board may appoint an individual to serve the remainder of the unexpired terms. Service during such unexpired term may be in addition to the two full consecutive terms of office permitted by this Article.
6. Removal from Office: By a vote of not less than three-fourths of the Directors, any Director may be removed from office for cause. Cause shall include malfeasance or nonfeasance of office, excessive absences from attendance at meetings of the Board of Directors, or failure to perform the duties of a Director. Any Director so removed shall have the opportunity to appeal removal to the full membership of the State Academy. Upon the request of the removed Director, the Chair shall call a special meeting of the State Academy for the sole purpose of determining the appropriateness of the removal of said Director.
7. Powers and Responsibilities: In furtherance, but not in limitation, of the authority to govern the State Academy, the Board of Directors shall have the following powers:
 - It may accept and receive gifts, grants or contributions for fulfilling the objectives of the State Academy.
 - It may expend, for charitable purposes defined in the Certificate of Incorporation, income of the State Academy.
 - It shall establish a schedule of annual dues.
 - It may employ agents to assist in fulfilling the objectives of the State Academy.

- It shall, at its sole discretion, appoint an Executive Director as Chief Administrator to serve at its pleasure. The Executive Director shall act as the administrative representative of the State Academy, subject at all times to the continuing direction of the Board of Directors.

B. Officers

1. Officers: The Board of Directors shall be the officers of the State Academy.

- Chair: At its first meeting following the Annual Meeting of the State Academy, the Board of Directors shall elect one of its elected Directors as Chair for a term of one year. The Chair of the Board of Directors shall also serve as Chair of the New York State Academy for Public Administration.
- Vice-Chair: If so desired, at its first meeting following the Annual Meeting of the State Academy, the Board of Directors may elect one of its members as Vice-Chair for a term of one year.
- Treasurer: At its first meeting following the Annual Meeting of the State Academy, the Board of Directors shall elect one of its elected Directors as Treasurer of the State Academy for a term of one year. The Treasurer shall supervise and direct the finances of the State Academy.
- Secretary: At its first meeting following the Annual Meeting of the State Academy, the Board of Directors shall elect one of its elected Directors as Secretary of the Board for a term of one year.

2. Duties:

- Chair: The Chair of the Board of Directors shall convene and preside over meetings of the Board of Directors, shall preside at the Annual Meeting of the State Academy and any special meeting, shall execute any contract or other instrument on behalf of the State Academy, and shall perform such other activities required to implement the programs and objectives of the State Academy as the Board may direct. The Chair shall also appoint such committees and Committee Chairpersons as the Chair deems appropriate to accomplish the objectives of the State Academy.
- Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the absence of the Chair.
- Treasurer: The Treasurer shall: 1) be responsible for all funds of the State Academy; 2) receive the annual dues; 3) pay the bills of the State Academy; and 4) maintain the accounts. The Treasurer shall render an annual accounting of receipts and expenditures not later than sixty (60) days after the close of the State Academy's operating year.

- Secretary: The Secretary shall: 1) serve as custodian of the official records of the State Academy; 2) maintain and ensure the accuracy of the State Academy's Membership Roster; 3) keep a register of the contact information and terms of office for each Director; 4) develop and issue the yearly schedule of meetings of the Board of Directors, and ensure that all notices are duly given and posted on the State Academy's website; 5) prepare the minutes of the meetings of the Board of Directors and shall cause them to be effectively maintained within the official records of the State Academy and posted to the State Academy's website; 6) and, in general, perform all other duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Chair.

3. Committees:

The Board may establish and maintain Standing Committees at its discretion. These may include, but are not limited to Audit, Membership, Excellence Awards, Nominations, and Programs. The members of these committees shall be appointed by the respective Committee Chair or, in the absence of a Committee Chair, by the Board of Directors.

Article VI ELECTIONS

A. Process

The Board of Directors shall provide a ballot for the election of Directors. Ballots shall be sent to the membership in May of each year and shall be returnable no later than fifteen (15) days after the date of ballot distribution. In accordance with the provisions of Article V, Section A.2, three Directors shall be elected for three-year terms.

B. Announcement

The announcement of those selected for the term of office beginning July 1, shall be provided to the membership in June of each year.

Article VII MEETINGS

A. Annual Meeting

The Chair shall convene the Annual Meeting of the State Academy at a time and place agreed to by the Board. Individuals at all levels of State Academy membership (Fellow, Member, and Student Member) shall be notified at least thirty (30) days in advance of the date on which it shall be held. The Annual Meeting shall be open to all interested parties. However,

only those individuals in good standing shall be entitled to vote on any issue(s) presented for consideration or adoption.

B. Meetings of the Board of Directors

1. Frequency: Meetings of the Board of Directors shall be held at least bimonthly.
2. Special Meetings: Special meetings of the Board of Directors shall be called by the Chair or upon the request of three of the elected Directors.
3. Quorum: A majority of the total number of active Directors shall constitute a quorum for the transaction of business. The Board shall seek to make decisions by consensus. As required, any Board member may call for a vote on any decision facing the Board. When making a decision by vote, a majority of those present and voting at a meeting at which quorum is present shall be necessary to make a decision, except when a larger vote be otherwise specified by these By-Laws, or as the vote of a greater number or proportion of the Board of Directors is, or may be at any time, required by the Not-For-Profit Corporation Law for taking of specific actions. Decisions in accord with the above provision shall be the act of the Board of Directors for any and all purposes.
4. Notice: Each member of the Board of Directors shall receive notice of regular or Special Board meeting. Such notice shall specify the date, time, place, and purpose of the meeting, but need not specify the business to be conducted.

Article VIII OPERATING YEAR

The operating year of the State Academy shall begin on the first day of July and end on the last day of June.

Article IX AMENDMENT

A. Amendments Initiated by The Board of Directors

The Board of Directors shall have the power to propose amendments to any of the By-Laws of the State Academy and propose the adoption of new By-Laws in the place of any provisions deleted. Fellows shall be provided with the actual proposed changes in writing at least thirty (30) days in advance of the Annual Meeting. Voting shall be by ballot. An affirmative vote of two-thirds of those voting will be required for adoption of an amendment.

B. Amendments Initiated by Petition

Proposals to alter, amend, repeal, or add to any of the By-Laws of the State Academy, and to adopt new By-Laws in the place of any provisions deleted, may also be initiated by petition signed by at least twenty (20) members in good standing of the State Academy. Such petition shall be submitted to the Chair. Within thirty (30) days of receipt of such petition, the Chair shall distribute to each member of the State Academy in good standing a copy of the proposals with a ballot to be returned to the Chair. Thirty (30) days after distribution of the ballots, the Executive Director shall tabulate the votes and report the results to the entire membership. An affirmative vote of two-thirds of those voting who are in good standing on the date of the original mailing by the Chair shall be necessary to approve the proposed changes which shall then become effective not later than sixty (60) days from the date of original distribution.

Submitted to the New York State Academy for Public Administration Membership
For Review and Approval in accordance with paragraph A, Article IX – Amendment –
March 1, 2025

Approved by the Membership and Adopted: April 1, 2025