

# New York State Association for College Admission Counseling (NYSACAC) By-Laws

## Article I: Purpose

**Section 1:** The purposes for which the Association is organized and operated are educational and charitable. The Association is an organization of institutions, organizations and individuals dedicated to serving students as they explore options and make choices about pursuing postsecondary education. NYSACAC is committed to maintaining high standards which foster ethical and social responsibility among those involved in the transition process.

## Article II: Membership

**Section 1:** Voting membership in the New York State Association for College Admission Counseling (“NYSACAC”) shall be extended to:

- A. Two-year and four-year colleges, universities or university systems and other post-secondary institutions in New York State which are accredited by an accrediting agency and which support the purposes of the National Association for College Admission Counseling, Inc. (“NACAC”) and NYSACAC.
- B. Individual primary and secondary schools as well as school districts in New York State which support the purposes of NACAC and NYSACAC.
- C. Other secondary schools, organizations, agencies and institutions in New York State which provide secondary counseling, admission and financial aid services and further, which support the purposes of NACAC and NYSACAC.
- D. Individuals who support the purposes of NACAC and NYSACAC and (i) whose professional activity in the area of counseling or admitting students is at a NYSACAC voting member institution, school, agency or organization; or (ii) whose professional activity in the area of counseling or admitting students is not at a NYSACAC voting member institution but who conduct the majority of their professional activities annually in New York State.
- E. Retired individuals who support the purposes of NACAC and NYSACAC and who were actively engaged in providing counseling, admission or financial aid services.
- F. Independent counselors who support the purposes of NACAC and NYSACAC who perform the majority of their professional duties in New York.
- G. An individual who has been awarded a lifetime emeritus membership by the Executive Board and who supports the purposes of NACAC and NYSACAC.

**Section 2:** Each voting NYSACAC member shall have one vote on all matters which shall require action by the full membership at any General Membership meeting. Representatives of voting NYSACAC members and individual voting NYSACAC members may serve as directors and officers of NYSACAC and members of NYSACAC committees. Each of the non-voting NYSACAC members and individual non-voting NYSACAC members may not serve as directors and/or officers of NYSACAC, but may serve as members of NYSACAC Standing Committees

**Comment [W1]:** To be compatible with NACAC's Bylaws: NYSACAC's bylaws need to:  
• Include primary schools  
• Not require that primary and secondary schools be accredited

**Comment [W2]:** To be compatible with NACAC's Bylaws: NYSACAC's bylaws need to:  
• Include primary schools  
• Not require that primary and secondary schools be accredited

**Comment [W3]:** NYSACAC's bylaws are more restrictive than NACAC's. This section was revised to be compatible with NACAC's bylaws broader statement “Retired person who were actively engaged in providing counseling, admission, or financial aid services.”

**Comment [W4]:** This language was changed to allow independent counselors to join NYSACAC without joining NACAC, an undesirable restriction.

**Section 3:** Associate non-voting membership may be extended to:

- A. Secondary schools or school districts, two-year and four-year colleges, universities and university systems and other post-secondary educational institutions not located in New York State which support the purposes of NACAC and NYSACAC.
- B. Other secondary schools, organizations, agencies or institutions not located in New York State which provides post-secondary counseling, admission and financial aid services and further, which support the purposes of NACAC and NYSACAC
- C. Independent counselors from outside New York State who support the purposes of NACAC and NYSACAC and who do not meet the criteria listed in Article I, section 1.C.E.

**Section 4:** Honorary Membership

Honorary membership may be extended to anyone who is recommended by the President and approved by the Executive Board. This person shall receive lifetime membership in NYSACAC. This is not necessarily an annual award.

**Section 5:** All prospective members, including associate members, must be able to demonstrate conformity to the Statement of Principles of Good Practice (SPGP) adopted by NACAC and their membership applications are subject to final review by the NYSACAC Member Relations Committee.

**Section 6:** Termination of membership

**A.** Membership in NYSACAC may be terminated by action of the Executive Board for:

1. Failure to comply with the provisions of the Statement of Principles of Good Practice.
2. Failure to maintain requirements for membership.
3. Failure to pay the annual dues or other charges, assessments or fees due NYSACAC within (60) days after notice from NYSACAC.
4. Failure to support the purposes of NACAC or NYSACAC.

**Section 7:** The membership year will be from September 1 through August 31.

**Article III: Membership Meetings**

**Section 1:** An annual meeting of the voting members of NYSACAC shall be held each June during the NYSACAC Annual Conference at such time and place as fixed in advance by the Executive Board for the purpose of electing officers and delegates (as defined herein) and transacting such other business as may properly come before the voting members. Written notice of the annual meeting shall fix the time and place of the meeting and, if deemed appropriate by the Board, the purpose or purposes thereof, and shall be given to each voting member, in the manner provided by these Bylaws, at least thirty (30) but no more than fifty (50) days before such meeting. Notices to members shall be in writing and may be delivered personally, by regular mail, facsimile, or electronic communication, by leaving the notice at the residence or usual place of business of a member or by any other means or method permitted by the New York Not-for-Profit Corporation Law (the "N-PCL").

**Section 2:** Special meetings of the voting members may be called by the Board or by the President or, at the written request of ten percent (10%) or more of the voting members, shall be called by the President or Secretary of NYSACAC on behalf of the voting members. Written

notice of each special meeting shall fix the time and place of the special meeting and the purpose or purposes thereof and shall be given to each voting member, in the manner provided by these Bylaws, at least thirty (30) but no more than fifty (50) days before such meeting.

**Section 3:** At all meetings of the members, twenty percent (20%) of the total number of voting members in good standing, represented in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. Each voting member shall have one vote. A vote of the majority of the voting members, represented in person or by proxy, at any meeting at which a quorum is present, shall be the act of the voting members, except as otherwise provided by these Bylaws or by law. Voting members may vote by proxy executed in writing or electronically by such members. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the voting member that executed it. Voting on all matters may be conducted by proxy. If a quorum is not present at any meeting, the voting members present at such meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

**Section 4:** The President shall preside at all meetings of the voting members. At any membership meeting, if the President or the person designated by the Board to preside at that meeting is not present, the voting members present shall appoint a presiding officer for such meeting. If the person designated by the Board to act as Secretary at that meeting is not present, the voting members present shall appoint a Secretary for such meeting.

#### **Article IV: Officers**

**Section 1:** The officers of the Association and their respective term of office are:

- A. President (one-year term)
- B. President -Elect (one-year term)
- C. Immediate Past President (one-year term)
- D. Vice President for Professional Development & Planning (three-year term)
- E. Vice President for Inclusion, Access and Success (three-year term)
- F. Vice President for Finance (two-year term)
- G. Secretary (two-year term)
- H. Vice President for Finance-Elect (one-year term)
- I. Vice President of Communications (three-year term)

**Section 2:** Other than the Vice President for Professional Development & Planning, the Vice President for Diversity, Equity and Access, the Vice President of Communications and the Secretary, no officer may serve consecutive terms in the same office.

#### **Article V: Duties of Officers**

**Section 1:** The President shall:

- A. Call and preside over all meetings of the Association and the Executive Board.
- B. Prepare and distribute a written agenda for all meetings.
- C. Appoint standing committee chairpersons of the Association.
- D. Serve as an ex-officio member of all committees.
- E. Serve as a delegate to the NACAC Assembly.
- F. Assume such other responsibilities as directed by the Executive Board.

- G. Compile and distribute an annual report to the membership. Such report should be made at the annual meeting of the voting members at the Annual Conference in June of each year.

**Section 2:** The President-Elect shall:

- A. Coordinate the Annual Conference.
- B. Represent the President in his/her absence at all official functions of the Association. Preside at any meeting in the absence of the President.
- C. Assume the office of President upon the expiration of the President's term or for the remainder of the President's term if the President is unable or unwilling to complete the President's term.
- D. Assume other responsibilities as directed by the President or the Executive Board.
- E. Serve as a delegate to the NACAC Assembly.

**Section 3:** The Immediate Past President shall:

- A. Chair the Nominating Committee.
- B. Certify that all delegates and alternates to the NACAC Assembly are individual voting members or principal representatives of institutional voting members of NACAC in NYSACAC.
- C. Serve as a resource and advisor to the President.
- D. Coordinate the annual review of the Bylaws, the, policies and procedures of NYSACAC.
- E. Serve as NYSACAC chief delegate to the NACAC Assembly.

**Section 4:** The Vice President for Professional Development & Planning shall:

- A. Coordinate the work of the College Fairs Committee; Professional Development Committee; School, College and CBO Relations Committee; and the Summer Institute as well as any related ad hoc and interim committees except those associated with the Annual Membership Meeting.
- B. Provide a written report, which also details issues needing input and/or action, to the Executive Board on the work of the committees at least ten (10) days in advance of the scheduled Executive Board meetings.
- C. Coordinate the preparation of budget proposals and other funding request for individual committees named in Section 4.A. and present the same to the Executive Board.
- D. Serve as an ex-officio, voting member of the committees named in Section 4.A.
- E. Seek future sites for the Annual Spring Conference.
- F. Assess the site for the annual Summer Institute on a regular basis.

**Section 5:** The Vice President for Inclusion, Access and Success shall:

- A. Coordinate the work of the Admissions Practices Committee, the Government Relations Committee, Scholarship Committee, CBO Liaison and the Human Relations Committee as well as any related ad hoc and interim committees except those associated with the Annual Membership Meeting.
- B. Serve as a voice for the priorities of equity, access and legislative initiatives which represent the needs of the membership.
- C. Provide a written report, which also details issues needing input and/or action, to the Executive Board on the work of the committees at least ten (10) days in advance of the scheduled Executive Board meetings.

- D. Coordinate the preparation of budget proposals and other funding requests for the committees named in Section 5.A. and present same to the Executive Board.
- E. Serve as an ex-officio member of the committees named in Section 5.A.

**Section 6:** The Secretary shall:

- A. Maintain the recorded history of the Association including all pertinent printed materials.
- B. Supervise the taking, maintenance and distribution of the minutes of the general membership meetings to the full membership.
- C. Supervise the taking, maintenance and distribution of the minutes of the Executive Board meetings to the Executive Board.
- D. Solicit and distribute Vice President Reports before an Executive Board meeting, and archiving these reports.
- E. Perform such other duties as directed by the President or the Executive Board.

**Section 7:** The Vice President for Finance shall:

- A. Coordinate the work of the Development Committee, the Finance Committee and the Member Relations Committee as well as any related ad hoc and interim committees, except those associated with the Annual Membership Meeting.
- B. Be responsible for the funds of the Association.
- C. Be responsible for payments of all bills of the Association.
- D. Serve on the Finance Committee and help prepare and oversee the annual budget of the Association.
- E. Make regular reports of the financial status of the Association to the Association and Executive Board.
- F. Prepare a written annual report on the financial status and related matters involving NYSACAC at the conclusion of the fiscal year.
- G. Be responsible for scheduling and assisting in a financial audit of the Association at least once every three (3) years.
- H. Train the Vice President for Finance-Elect in the duties and responsibilities of the Vice Present for Finance.
- I. Maintain and update the NYSACAC Financial Procedures Manual.
- J. Conduct a training session at the Executive Board Retreat on the NYSACAC Financial Procedures Manual
- K. Serve as an ex-officio member of the committees named in Section 7.A.

**Section 8:** The Vice President for Finance-Elect shall:

- A. Shall attend all meetings of the committees named in Section 7 of this Article as a non-voting member.
- B. Assume the office of Vice President for Finance upon the expiration of the Vice President for Finance's term or for the remainder of the Vice President for Finance's term if the Vice President for Finance is unable or unwilling to complete his / her term.
- C. Prepare to assume the duties of the Vice President for Finance.

**Section 9:** The Vice President of Communications shall:

- A. Coordinate the work of the Newsletter Committee, Technology Committee, and the Marketing Committee as well as any related ad hoc and interim committees
- B. Serve as the primary liaison to all NYSACAC publications and marketing initiatives, except those associated with the Annual Membership Meeting.

- C. Provide a written report, which also details issues needing input and/or action, to the Executive Board on the work of the committees at least ten (10) days in advance of the scheduled Executive Board meetings.
- D. Coordinate the preparation of budget proposals and other funding requests for the committees named in Section 9.A. and present same to the Executive Board.
- E. Serve as an ex-officio member of the committees named in Section 9.A.
- F. Coordinate the preparation of budget proposals and other funding request for individual committees named in Section 9.A. and present the same to the Executive Board

**Section 10: Vacancies:**

A. vacancy in an office shall be deemed to exist when a member of the Executive Board is no longer able to serve for any reason or no longer meets the eligibility requirements as establish by the Bylaws.

**B.** Vacancies in the offices shall be filled as follows:

1. In the case of a vacancy in the office of the President, the President-Elect shall become President and that person shall appoint a President-Elect Pro-Tempe, chosen from among the elected Executive Board members, to serve as President Pro-Temp until the next annual meeting of the voting members, at which time the voting members shall elect a President-Elect.
2. In the case of a vacancy in the office of the President-Elect, the President shall appoint a President-Elect Pro-Temp, chosen from among the elected Executive Board members, to serve as President Elect Pro-Temp until the next annual meeting of the voting members, at which time the voting members shall elect a President.
3. In the case of a vacancy in the office of Vice President of Finance, the Vice President of Finance-Elect shall become the Vice President of Finance and the President shall appoint a Vice President of Finance-Elect Pro-Temp from among the Executive Board members to serve as such until the next annual meeting of the voting members, at which time the voting members shall elect a Vice President of Finance-Elect.
4. In the case of a vacancy in the office of Vice President of Finance-Elect, the President shall appoint a Vice President of Finance-Elect Pro-Temp from among the Executive Board members to serve as such until the next annual meeting of the voting members, at which time the voting members shall elect a Vice President of Finance.
5. In the case of a vacancy in the office of Immediate Past President, the position shall be filled by that individual who most recently served in the position of President and who is willing to serve as the Immediate Past President.
6. In the case of a vacancy in any officer position, other than in the offices of President, President-Elect, Immediate Past President, Vice President of Finance or Vice President of Finance-Elect, the President shall have the power to appoint, subject to the approval of the Executive Board, a voting member who meets the eligibility requirements set forth in the Bylaws to fill the vacancy until the next annual meeting, at which time the voting members shall elect a member to complete the vacant term or to serve a new term, as the case may be.

**Section 11:** If the Vice Presidents or the Secretary are not fulfilling said responsibilities, the President shall counsel that individual regarding expectations. If the delegate continues not to meet responsibilities, President may recommend removal from office.

#### **Article VI: Executive Board**

**Section 1:** The Executive Board of the Association shall consist of the officers of the Association described in Article IV (other than the Vice President of Finance-Elect) and delegates to the NACAC Assembly as described in Article VI. These officers and delegates may be referred to in these Bylaws collectively as “Directors” or singly, as a “Director.”

**Section 2:** Except as otherwise provided by law or these Bylaws, the Executive Board or the “Board” is the governing body of NYSACAC, with all powers of governing, directing, and overseeing the management and affairs of NYSACAC as provided in the N-PCL Bylaws.

**Section 3:** Vacancies in delegate positions shall be filled by appointment of the Executive Board. Such appointed term shall last only until the next regular election by the voting members.

**Section 4:** No Director may serve more than two consecutive terms in the same position.

**Section 5:** Meetings of the Executive Board, regular or special, may be held within or without the State of New York upon not fewer than ten (10) days notice to each Director, either personally or by mail, telephone, facsimile, or e-mail, subject to waiver of notice as provided in the N-PCL. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least four (4) times each year or more often as established from time to time by resolution of the Board, or as required by the business of NYSACAC. Special meetings of the Board may be called by the President at any time and shall be called by the President upon the written request of a majority of the Directors then in office.

**Section 6:** A majority of the Directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Executive Board. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

**Section 7:** Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors.

**Section 8:** Any one or more members of the Executive Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **Article VII: Delegates to the NACAC Assembly**

**Section 1:** Each elected delegate shall serve a term of three (3) years and shall take office at the conclusion of the Annual Conference.

**Section 2:** The duties of each delegate shall include:

- A. Service as a Director on the NYSACAC Executive Board and attendance at such meetings.
- B. Attendance and participation in the NYSACAC Annual Conference.
- C. Attendance at Professional Development forums.
- D. Act as resource person on specific NYSACAC committee.
- E. Serve as a liaison to designated regions in the New York State.
- F. Submit through the chief delegate a written report to the Executive Board that highlights National Assembly decisions. This report shall be submitted at the first regularly scheduled Executive Board meeting following the Assembly's meeting and immediately disseminated to the general membership.

**Section 3:** The national duties of the delegates shall include:

- A. Representing the NYSACAC membership at NACAC'S Assembly.
- B. Meeting in caucus with the chief delegate prior to the NACAC Assembly and whenever needed.
- C. Participating in all required voting sessions of the NACAC Assembly.
- D. Satisfying the requirements for delegates set forth in the NACAC Bylaws as follows:

1. Each delegate and alternate delegate shall be a NACAC voting member in good standing in NYSACAC by July 15 immediately preceding the next annual meeting of the Assembly. In order to remain a delegate of the Assembly, an incumbent must continue to be a NACAC voting member in good standing or the principal representative of a NACAC voting institution or organization member in good standing in the Affiliate represented through his/her term of service. However, an incumbent shall have sixty (60) days following a change in employment to become a NACAC voting member or the principal representative of another NACAC voting institution or organization member within that Affiliate without forfeiting the incumbent's delegate status.

**Section 4:** Whenever possible, one-half of the delegation shall be employed by secondary schools or agencies that provide post-secondary counseling; the other half shall be employed by postsecondary educational institutions.

**Section 5:** If a delegate is not fulfilling said responsibilities in section 3. A-D, the Immediate Past President shall counsel that individual regarding expectations. If the delegate continues not to meet responsibilities, Immediate Past President may recommend removal from office.

**Article VIII: Fiscal Policies**

**Section 1:** The dues of each class of membership in the Association shall be established by the Executive Board in consultation with the Vice President for Finance and the Finance Committee, and assessed on an annual basis.

**Section 2:** The fiscal year shall be from January 1 through December 31.

**Section 3:** Upon dissolution of NYSACAC, all assets will be contributed to NACAC, provided that at the time of dissolution NACAC is a tax exempt organization by the Internal Revenue Service as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

**Comment [W5]:** We needed to spell out all delegate requirements in our bylaws. Bylaws are an agreement between the organization and its members who should be provided with understandable language that provides the full scope of that agreement. References to the governing documents of another organization can lead to misunderstandings. Members should not have to seek out NACAC's bylaws to figure out what is required.

**Section 4:** NYSACAC cannot withdraw more than 5% from its long-term investment account without Board approval. Any withdrawal in excess of 5% must be substantiated in writing.

**Section 5:** The Executive Board, Vice President for Finance, Vice President for Finance-Elect and Finance Committee will handle NYSACAC's finances in the best interest of the Association and in accordance with the fiscal policies of NYSACAC, the N-PCL and the Code.

**Article IX: Nominating Committee and Election of Officers and Delegates.**

**Section 1:** The Nomination Committee shall Oversee the election of officers and delegates by the voting members.

**Section 2:** The Nomination Committee shall be approved by the Executive Board and shall follow the election procedures described below.

**Section 3:** The Nominating Committee shall follow these procedures:

- A. The Committee shall be chaired by the Immediate Past President and consist of at least four at-large members to be appointed by the Immediate Past President and approved by the Executive Board at its September/October meeting.
- B. Nominating Committee members shall not run for any elected NYSACAC office during their term of service on the Committee.
- C. The Committee shall notify by early December all voting members of the Association in good standing of the offices that must be filled and provide a vehicle by which voting members may nominate candidates. Every effort shall be made to give consideration to traditionally under-represented members.
- D. The Committee shall establish a procedure through which nominations are screened and a slate of candidates is presented to the Executive Board by March.
- E. The Committee shall provide a ballot with any necessary or required materials to the voting members.
- F. The Committee shall mail a ballot of candidates to voting members in good standing by April 1. Ballots shall be completed and tallied not later than May 1 of each year. The candidates receiving the highest numbers of votes will be elected even if the total is less than a majority of the votes cast. In the event of a tie, a run-off election shall be completed prior to June. Delegates and alternates shall be elected by NACAC voting members in good standing in NYSACAC (with the exception of the Presidential cycle) and shall serve according to the provisions of these Bylaws. In the election of delegates to the NACAC Assembly, candidates with the highest number of individual votes will be elected even if the total is less than a majority of the votes cast. Runners-up shall serve as alternates; the rank of alternate positions shall be determined by the number of votes received.
- G. The Chair will notify all candidates of the election results before the Annual Conference.

**Comment [W6]:** NYSACAC bylaws need to stipulate that Assembly delegates must be elected by NACAC voting members in good standing. Individuals serving in the presidential cycle are the exception.

**Article X Committees**

**Section 1:** The Executive Board may designate one or more committees that shall have such name or names as may be determined from time to time by the Board. The Board may appoint committees consisting solely of Directors, which committees shall exercise the authority of the Board in the management of the Corporation. Each such committee shall consist of two or more Directors, and the Board shall designate a chair of each committee from among such Directors.

**Section 2:** Other committees not having and exercising the authority of the Executive Board in the management of NYSACAC may also be designated and appointed by the Board.

**Section 3:** NYSACAC shall have the following Standing Committees: the Finance Committee, the Admission Practices Committee, the Human Relations Committee, the Professional Development Committee, the School, College and CBO Relations Committee, the Newsletter Committee, the Member Relations Committee, the College Fair Committee, the Summer Institute Committee, Technology Committee, the Scholarship Committee, the Marketing Committee, CBO Liaison, the Government Relations Committee and the Development Committee. The charters, composition and further responsibilities of such Standing Committees shall be set forth in the policies and procedures of NYSACAC. The President shall appoint the Standing Committee chairs for a three (3) year term, in consultation with the Vice-President for Professional Development & Planning, the Vice President for Inclusion, Access and Success, Vice President of Communications , and the Vice President for Finance, past chairs and other NYSACAC members. Unless otherwise described in the NYSACAC policies and procedures, committee members of these Committees will be appointed by the Committee chair in consultation with the appropriate Vice President. Unless otherwise described in the NYSACAC policies and procedures, committee membership shall be for a term of two (2) years, with no limitations on the number of consecutive terms that a member may serve on a particular committee.

- A. The Admissions Practices Committee shall: Consist of eight NYSACAC voting members, including the Chair (s). Members of the committee will serve for a three-year term with members rotating off each year as new members rotate on the committee. If possible, committee members should represent institutions that have diverse geographic, racial and socio-economic populations and the following constituencies: public secondary schools, independent secondary schools, public colleges/universities, independent colleges/universities and community based organizations (CBOs).
- B. Have a Chair who served on the Admission Practices Committee within the last five (5) years.
- C. Review annually the Statement of Principles of Good Practice of NACAC to monitor practices and procedures and review new practices and procedures in college admission to ensure consistency with the Statement of Principles of Good Practice
- D. Be responsible for addressing alleged infractions as defined by NACAC Governmental Relations Advisory Practice.
- E. Report to the Executive Board through the Vice President of Inclusion, Access and Success

#### **Article XI: Ethics**

The Association subscribes to the NACAC Statement of Principles of Good Practices.

#### **Article XII: Parliamentary Authority**

**Section 1:** In all matters of Parliamentary Procedures, the latest edition of “Robert’s Rules of Order” shall govern all matters of NYSACAC.

**Section 2:** The parliamentarian, a voting member or representative of a voting member, shall be appointed by the President and shall attend meetings of the Executive Board and the voting membership.

**Article XIII: Amendments**

**Section 1:** The Bylaws may be amended at any general meeting by a vote of two-thirds (2/3rds) of the members present and voting at a meeting at which a quorum is present, provided that notice of the proposed amendment has been sent to the members at least thirty (30) days in advance of the meeting. An amendment not sent to the members in advance of the meeting as set forth above may be adopted by a vote of four-fifths (4/5ths) of the members present and voting at a meeting at which a quorum is present.

**Section 2:** The Articles of Organization and Bylaws of NYSACAC shall be reviewed annually to ensure that they are consistent with NACAC'S governing documents.

**Article XIV: Indemnification and Insurance**

**Section 1:** NYSACAC may indemnify each person described in Article 7 of the N-PCL, as the same may be amended from time to time, to the fullest extent allowed by the N-PCL.

**Section 2:** The Board may cause NYSACAC to purchase and maintain insurance on behalf of any person described in Article 7 of the N-PCL against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not NYSACAC would have the power to indemnify such person.