



Proposed Revised By-Laws

EMPIRE STATE PASSENGERS ASSOCIATION, INC BY-LAWS

ARTICLE I NAME, PURPOSE, LIMITATIONS

Section 1 Name: The name of this organization is the Empire State Passengers Association, Inc.

Section 2 Purposes: The purposes of the Association are to:

Represent the interests of intercity and regional rail passengers to New York State legislators; to other public officials at the federal, state and local level; to business and community groups; and to print, broadcast and online media outlets,

Work in cooperation with passenger rail service operators, federal and state agencies and authorities, local government, non-profit organizations and private companies to resolve travel problems, improve service quality, expand services offered, enhance intermodal connections and modernize operations, equipment and infrastructure;

Promote the use of passenger rail and public transportation throughout New York State; cooperating with organizations and individuals advocating for a safe, efficient and sustainable rail transportation system that provides social, economic and environmental benefits for all New Yorkers.

Section 3 Limitations: No part of the net income or earnings of the Association shall inure to the benefit of any private individual. At the discretion of the Board of Directors of the Association, the Association may hire employees, consultants or contractors to provide services to the Association.

Section 4 Dissolution: In the event of dissolution of the Association, the assets of the Association shall be dedicated or transferred only in accordance with

the purposes of the Association as stated in Article 1, Section 2 of these By-laws. Dissolution of the Association requires adoption of a dissolution plan by the Board of Directors, proper notice of a proposal to dissolve the Association, adoption of a resolution of dissolution by a two-thirds vote of the Board of Directors of the Association and any other approvals and procedures then required by law.

Section 5 Conflicts of Interest: The Corporation shall adopt a Conflict of Interest Policy to ensure that its Directors, Officers and Key employees act in the Corporation's best interest and comply with applicable legal requirements. See attachment 'A'.

ARTICLE II MEMBERSHIP AND DUES

Section 1 Eligibility: Membership is open to all persons and is established upon payment of dues. Such persons shall become members in good standing for twelve (12) months following full payment of annual dues. The term "person" shall include partnerships, corporations and unincorporated associations, and other persons acting in a representative capacity.

Section 2 Rights: Each member age 16 or above is entitled to vote in the election of officers and on all matters brought before its membership.

Section 3 Dues: The Board of Directors shall establish a schedule of dues and membership classes. No membership class shall entitle any member to more than one vote.

ARTICLE III BOARD OF DIRECTORS

Section 1 Composition: The Board of Directors shall consist of those members holding the following offices: President, Vice-President, Secretary, Treasurer and such other Directors as determined, from time to time, by the President in consultation with the Association's officers. There shall be a maximum of 13 Directors inclusive of the named offices and any other designated titled positions.

Section 2 General Duties: The Board of Directors shall conduct the business of the Association.

Section 3 Eligibility: Any member of the Association shall be eligible to stand for election to any office of the Board of Directors, but only for one office in any given year.

- Section 4 Election and Term of Office: Elections for each office shall take place at the Annual Meeting in accordance with Article V, Section 2. The term of office shall extend from election until the next Annual Meeting in even numbered years. Vacancy appointments shall be handled as described in Section 5.
- Section 5 Vacancies: If any Officer of the Association is unable to complete a term of office, the Board of Directors shall appoint a replacement to fill the unexpired term. If any other position on the Board of Directors becomes vacant, the President may appoint a replacement to fill the unexpired term. A Director's appointment by the President or Board of Directors must be ratified at the next annual meeting.
- Section 6 Meetings: Meetings will be called by the President or their designee. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or video system or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. To the extent possible, the membership shall be advised of such meetings. Meetings of the Board of Directors shall be open to the membership.
- Section 7 Notice: Notice of all meetings shall be given to each Director by the President or the Secretary at least seventy-two (72) hours in advance of the meeting via mail or email. Notice of any meeting need not be given to any Director, however, if waived by such Director before or after the meeting in writing or by email. No notice need be given of any meeting at which every member or the Board of Directors shall be present, and any business may be transacted thereat. No notice need be given of any adjourned meeting.
- Section 8 Quorum: A quorum shall consist of a majority of the membership of the Board of Directors.
- Section 9 Executive Session: The Board may meet in executive session to discuss personnel or legal matters or issues concerning the improper conduct of any Officer, Director or member.
- Section 10 In-active Officers or Directors: A member of the Board of Directors who is absent from 3 or more meetings in a calendar year will be considered inactive and may be replaced by the President after consultation with the Association's officers.
- Section 11 The Executive Director of the Association shall be an ex-officio member of the Board of Directors with no voting rights. They shall not count in the determination of a quorum requirement.

ARTICLE IV OFFICERS, DIRECTORS AND EXECUTIVE DIRECTOR OF THE ASSOCIATION

- Section 1 The Officers of the Association shall consist of the individuals holding the following offices: President, Vice-President, Secretary and Treasurer.
- Section 2 President: The President shall convene and preside over meetings of the membership and the Board of Directors as called for in the By-laws. The President shall act as chief executive officer of the Association and shall execute the business of the Association in accordance with Article VII and the directives of the Board of Directors and of the membership.
- Section 3 Vice-President: In the absence of the President or in the event of the President's inability to act, the Vice-President shall perform the duties of the President. The Vice-President shall perform such other duties as may be assigned by the President or the Board of Directors.
- Section 4 The Secretary shall keep the minutes of the Annual Meeting and the Board of Directors meetings and be custodian of the Association records.
- Section 5 Treasurer: The Treasurer shall have charge of all funds and securities of the Association, receive moneys due and payable to the Association, depositing such moneys in the Association's accounts, and pay all bills of indebtedness in accordance with Article VII. The Treasurer shall keep a record of the Association's assets and liabilities and shall report in writing to the membership at the Annual Meeting with interim reports at Board of Directors meetings. The Board may appoint a Director to assist the Treasurer with the delegated responsibilities via a resolution of the Board.
- Section 6 In addition to the Association's 4 Officers, the Board of Directors shall consist of up to 9 individual Directors whose titles and responsibilities may change from time to time for the advancement of the Association's mission and goals as determined by the President in consultation with the Officers and other Members of the Board of Directors.
- Section 7 Responsibilities of Directors: Directors shall be members of the Association who have shown interest and commitment to the organization. Directors are expected to attend Board meetings, assist in the recruitment and renewal of members, advocate and educate in their communities on behalf of the Association's mission and goals, work with other ESPA members in their regions, communicate ESPA priorities to elected officials and work with allied organizations to build support for better passenger rail service and transit in New York.

Section 8 Executive Director: When filled by the Board of Directors, the Executive Director shall be responsible for day-to-day operation of the Association including, but not limited to, research on issues, advocacy work with elected officials and agencies, drafting of letters and testimony, planning and preparing for Annual Meetings, solicitation of new members, distribution of membership renewal notices, fundraising and any other activities as authorized by the Board of Directors.

ARTICLE V ANNUAL MEETING

Section 1 Date and Location: There shall be an annual meeting of the membership during the first third of the year at a date and location to be established by action of the Board of Directors. The Annual Meeting may be held on-line, in-person or jointly on-line and in-person at the discretion of the Board of Directors.

Section 2 Order of Business: The order of business shall include the election of Officers and Directors in even numbered years and the confirmation of any vacancy appointments to the Board of Directors over the last twelve months; presentation of the financial report of the previous year and for the transaction of such other business as may properly come before it.

Section 3 Notice of the Meeting: The Executive Director and/or the Director of Administration and Communications, at the direction of the President, shall notify the membership of the location, date and time of the Annual Meeting at least six weeks prior to the meeting. Such notification shall be made via notice through at least three of the following methods: inclusion in the Association newsletter, posting on the Association website, posting on the Association's Facebook page, through other electronic communication or postal mail.

Section 4 Quorum: A quorum shall consist of at least ten percent of the membership.

Section 5 Voting: Voting shall be by a show of hands unless an election is contested. In that situation, a paper ballot shall be used. Members may execute proxy ballots, executed in a manner provided in the Annual Meeting notice and counted at the Annual Meeting.

ARTICLE VI COMMITTEES

The President shall establish such Standing and Ad Hoc Committees as he or she deems necessary to carry out the purposes of the Association.

The President, in consultation with the other officers, shall appoint chairs to the said committees as well as committee members. Committee Chairs and membership may be open to any member of ESPA

The President may establish an Executive Committee composed of at least 2 Officers and 2 other Directors to carry out routine business in-between Board of Directors meetings. The President shall report any actions taken by the Executive Committee to the Board of Directors at their next meeting.

ARTICLE VII CONTRACTS, RECEIPTS AND DISBURSEMENT OF FUNDS

- Section 1 Contracts: The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association to carry out the purposes of or assignments from the membership.

- Section 2 Checks, Drafts, etc.: All orders for payment of money or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such a manner as shall be determined by resolution of the Board of Directors.

- Section 3 Cash Withdrawals: The Board of Directors shall adopt a resolution with respect to the proper procedures for any cash withdrawals.

ARTICLE VIII INDEMNIFICATION

The Association shall provide indemnification to its Officers and Directors against personal liability for their actions while performing official duties of the Association. Such indemnification shall cover actions of an Officer or Director if such director or officer acted, in good faith and in the best interests of the Association.

ARTICLE IX AMENDMENT TO THE BY-LAWS

These By-laws may be amended or repealed by a majority of those paid members present in person or through proxy at the Annual Meeting provided that the proposed amendments or other actions affecting the By-laws have been distributed to the membership according to the notices provision of Article V, Section 3 prior to or concurrent with the announcement of the location, date and time of the Annual Meeting.

ARTICLE X ROBERT’S RULES

In those procedural situations not covered by these By-laws, the current version of Robert's Rules of Order, Newly Revised shall govern the procedures to be followed by the Association.