

By-laws of The Greater Rochester Emerald Society

ARTICLE I

NAME

The name and title of this Organization shall be “The Greater Rochester Emerald Society.” (hereinafter the “Society”).

ARTICLE II

PURPOSE

The following are the purposes for which this Society has been organized:

1. To promote and instill in individuals in the fire service pride in their Irish heritage and culture; to educate said individuals as to the importance of the contribution made by Irish-Americans in all fields of endeavor; to maintain the high levels of competence, achievement, professionalism and courage as historically exhibited by Irish immigrants and their descendants;
2. To develop a spirit of fellowship amongst its members;
3. To engender exemplary deportment on the part of its members, thereby creating respect and good will for the fire service community;
4. To uphold and defend the Constitution of the United States and the State of New York at all times.

ARTICLE III

MEMBERSHIP

SECTION 1. CLASSES OF MEMBERSHIP

Membership in the Society shall be divided into three (3) classes: Regular Membership, Associate Membership and Honorary Membership.

(1) Regular Membership. Any person who is a member or has reached retired or exempt status in any fire department or other fire-related organization in the Greater Rochester Area is eligible for membership.

Application for Regular Membership in this Society shall be proposed in writing on forms prescribed by the Board of Directors. The application shall be referred to a membership committee appointed by the Board of Directors for

approval.

(2) Associate Membership. Any person who does not qualify for regular membership and is sponsored by a regular member in good standing is eligible for membership in this category.

A person wishing to be considered for Associate Membership must be sponsored by a Regular Member in good standing. Such application for Associate Membership shall be proposed in writing on forms prescribed by the Board of Directors and must be presented to the membership committee for consideration and recommendation.

The names of person applying for Associate Membership shall be listed in the official publication of the Society. Any Regular Member having information on prospective Associate Members must relate such information to the membership committee. The chairman of the membership committee shall then present said application to the Board of Directors for approval. The membership committee must determine if the acceptance of any application for Associate Membership will be deleterious to the Society; if so, that application must be rejected. Any rejected application must be returned to the sponsoring Regular Member with an explanation for such rejection from the membership committee chairman.

Sponsoring Regular Members along with the applicant for Associate Membership may appear at the meeting of the Board of Directors when that application is discussed.

The decision of the Board of Directors as to whether or not to accept an application for Associate Membership is final. A person wishing to reapply for Associate Membership must wait one (1) year before reapplying.

An Associate member may not vote or hold office.

(3) Honorary Member. The President may nominate a person or persons to be a Honorary Member. A Honorary Member is an Associate Member who might otherwise not qualify for Regular Membership but has shown extraordinary support of the Society. Upon nomination by the President, a vote of two-thirds (2/3) of the Board of Directors is required for approval of said nomination. A Honorary member

may not vote or hold office.

SECTION 2. VOTING RIGHTS

Each Regular in good standing shall be entitled to one vote. A Member in Good Standing is defined as one who has paid their dues and has participated in 20% of the Society's activities in the past calendar year.

ARTICLE IV

MEETINGS

SECTION 1. ANNUAL MEETING

An annual meeting of the members shall be held for the purpose of electing officers and board members and for the transaction of such other business as may come before the meeting. Until further notice, this meeting is set on the first Thursday in February.

A notice for the call of the annual meeting shall be mailed to the members at least ten (10) days prior thereto.

SECTION 2. BOARD OF DIRECTORS MEETINGS

Regular meetings of the Board of Directors shall be held quarterly at times and places to be determined by the President. Special meetings of the Board may be called by the President or by a majority of the Board at any time on not less than five (5) days notice to the members. Until further notice, the meetings shall be held on the first Thursdays of September, November, January, March and May.

SECTION 3. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet periodically at a time and place to be determined by the President.

SECTION 4. SPECIAL MEETINGS

Special meetings of the members may be called by either the President or the Board of Directors or shall be convened within two (2) weeks upon petition therefore of not less than eight (8) members of the Board addressed to the Secretary or the President. Written notice stating the date, time and place of any special meeting of members shall be mailed to each Regular or Special Member entitled to vote not

less than five (5) days prior to the date of said meeting called at the direction of the President or Board of Directors. The purpose for which the meeting is called shall be stated in the notice. The next meeting called after the presentation of a petition therefore shall include in the agenda the purposes stated in the petition. The notice of the meeting shall be deemed delivered when deposited in the mail addressed to each member at the address appearing on the records of the Society.

SECTION 5. QUORUM

(5) The presence of one-half (1/2) of the members of the Executive Committee shall constitute a quorum for a meeting of the Executive Committee.

(6) The presence of one-half (1/2) of the members of the Board of Directors shall constitute a quorum for any other meeting of the Society.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP

The Board shall be composed of the elected officers, the elected directors and the immediate past president. Each member of the Board shall be entitled to one (1) vote at any meeting of the Board. Voting by proxy shall not be permitted.

SECTION 2. POWERS

The Board shall supervise and direct the affairs of the Society and shall be responsible for compliance with the Articles and By-Laws. It shall control and manage the property of the Society and it shall have the power to appropriate funds as determined by these By-Laws. It shall fill all vacancies occurring on the Board until the next meeting. It shall have full power to act for the Society in carrying out any of the objectives and purposes for which the Society has been formed.

SECTION 3. ELECTION

At each annual meeting there shall be elected two (2) members of the Society to serve as Directors for a period of three (3) years. The number of elected Directors shall not at any time exceed six (6). No elected Director elected for a full term shall be eligible to serve for more than two (2) successive terms, but that such

circumstance shall not disqualify such a person for election or appointment to any officership position of the Society.

SECTION 4. ABSENCE

After the unexcused absence of a member from two (2) consecutive regular meetings of the Board, the Secretary shall notify the member that one more consecutive unexcused absence shall constitute a resignation from the Board and from any office such member may hold, provided that the Board may take action to reinstate such member. The Board may fill the vacancy thus caused for the remaining portion of said Director's or Officer's terms except as hereinafter set forth relative to the President, President-Elect and/or Vice President.

SECTION 5. CHAIRMAN

The President of the Society, or in the President's absence the President-Elect, or in the absence of both of said persons the Vice-President, shall act as Chairman of the Board of Directors, presiding at all meetings and performing such other duties as may be fixed by the Articles, By-Laws or by resolution of the Board.

ARTICLE VI

OFFICERS

SECTION 1. OFFICERS

The Officers of the Society shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary. No two (2) offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE

1. The Officers (except Treasurer) of the Society shall be elected, appointed or proceed in the line of Officer's progression as hereinafter set forth. If the election is not held at that meeting, it shall be held as soon thereafter as convenient.

Vacancies may be filled for the balance of a term at any meeting by the Board of Directors. Each Officer shall hold office until his successor has been duly elected.

2. That not less than ten (10) nor more than nineteen (19) days prior to the annual meeting, the Secretary shall mail to each Regular Member of the Society a ballot which contains the names of the persons nominated for an office or Board of

Director position by the Nominating Committee or the petition of not less than ten (10) Regular Members of the Society which was received not less than twenty (20) days before the said annual meeting. That all Regular Members who desire to vote shall be required to mail their completed ballots to the Secretary so that same are received on or prior to the annual meeting or bring their completed ballot to the annual meeting itself. All ballots must be received prior to the opening of the annual meeting. A Regular Member may only vote one time in any annual election.

SECTION 3. REMOVAL AND SUCCESSION

Any Officer elected or appointed may be removed by a two-thirds (2/3) vote of the Board whenever in its judgment the best interests of the Society would be served thereby. In such a case, the President-Elect would immediately become President for the remaining portion of the removed or replaced President's terms and then serve his actual term of presidency beginning on the 1st of March following his early ascension to said office. A new Vice President would then be elected in the ordinary course, but the Board of Directors would be reduced by one for the period that the immediate past-President who has been removed or replaced would have ordinarily served. A similar procedure would be the case in the event a President-Elect should be removed. In such an event, the Vice President would become President-Elect for the remainder of the term and then ascend to the presidency on the following March 1st. A new President-Elect and Vice President would then have to be elected at the next annual meeting. The board would select a person to replace the removed Secretary by a two-thirds (2/3) vote to serve until the next annual meeting. A removed Treasurer would have to have his/her replacement appointed by the then President for an indeterminate term subject to confirmation by a majority of the Board.

SECTION 4. PRESIDENT

The President shall be the principal officer of the Society and shall administer all of the business of the Society and perform such other duties as may be prescribed by the Board. He shall preside at all meetings of the members and his term shall

commence on March 1st following the election on the first Thursday in February. He shall have appointive authority for all Chairs of the standing and/or special committees of the Society as well as all other appointments including, but not limited to, the Society's Historian, Sergeant-at-Arms and Representative to the National Conference of Law Enforcement Emerald Societies with the confirmation of the majority of the Board of said appointees.

SECTION 5. PRESIDENT-ELECT

In the absence of the President or in the event of inability or refusal to act, the President-Elect shall perform the duties of the President. Any President-Elect shall perform such other duties as may be assigned by the President or the Board and shall assume the Office of Presidency of the Society automatically as of March 1st of the year after assuming the Office of President-Elect.

SECTION 6. VICE PRESIDENT

In the absence of the President or President-Elect or in the event of their inability to act or either of them, the Vice President shall perform the duties of President-Elect or President, as the case may be, should either or both of said person(s) fail or are unable to so act. The Vice President shall perform such other duties as may be assigned by the President, President-Elect or the Board.

SECTION 7. TREASURER

The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Society, receive and give receipts for money due and payable to the Society from any source and deposit all such monies in the name of the Society in such depositories as shall be designated by the Board of Directors and in general, perform all the duties incident to the office of Treasurer including payment of all bills and other duties as may be assigned by the President, President-Elect, Vice President or the Board. An audit of the books of the Society shall be conducted bi-annually by three individuals appointed by the President consisting of one Board member and two non-Board members or by an outside auditor upon request of the committee. An outside audit shall be automatically conducted upon the election of a

new Treasurer.

SECTION 8. SECRETARY

The Secretary shall keep the minutes of the Board, Executive Committee and Annual meetings; seeing that all notices are duly given in accord with the provisions of these Articles or as required by law; be custodian of the records of the Society; keep a register of the post office address of each Member and in general, perform all the duties incident to the office of Secretary and such other duties as may be assigned by the President, President-Elect, Vice President or the Board.

ARTICLE VII

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

Make-up of Committee. The President shall act as Chair of the Executive Committee consisting of the officers of the Society and the Immediate Past President.

Scope of Authority. The Executive Committee shall have the power to handle all administrative functions which may arise between regular meetings of the Board. All executory actions of this committee shall be subject to ratification by the Board.

SECTION 2. NOMINATING COMMITTEE

At the November meeting, the President shall appoint a Nominating Committee of not less than two (2) nor more than five (5) members. That said Nominating Committee shall consist of the President-Elect, Vice President, the immediate past-President and two (2) at-large members of the Society who are appointed by the President. The Nominating Committee shall select a nominee for each office and not less than two (2) nor more than five (5) nominees for the Board of Directors. The list of nominees for each office and for the Board so reported by the Nominating Committee shall be submitted to the membership at the January meeting and be placed on the ballot for the election held at the annual meeting. Ten (10) or more members entitled to vote may nominate other candidates for any office or for the Board. Said nominations shall be in writing signed by the

nominators and shall be filed with the Secretary of the Society not less than twenty (20) days prior to the annual meeting. When any nominations are filed with the Secretary in accord with the provisions of this By-Law, the Secretary shall include said nominees along with the list of candidates selected by the Nominating Committee. Nominations shall only be made for an office or member of the Board in the manner as herein set forth.

SECTION 3. CHARITY COMMITTEE

This is a standing committee that handles the Society's annual fund drive for a designated charity. The President shall appoint the chairman of the committee. The Society as a whole will assist with this fundraiser.

SECTION 4. MEMBERSHIP

The President-Elect shall chair this committee and he shall appoint three (3) members of the Society to this committee and the President shall appoint three (3) members. This committee will coordinate member benefits. New member solicitation shall also be handled by this committee.

SECTION 5. OTHER COMMITTEES

The President may from time to time appoint such other committees as may be necessary to carry on the work of the Society. The President shall appoint the chairman of the respective committees. At least one (1) member of the Board shall serve on any such committee and the committees shall exercise authority only to the extent provided for by the President or by resolution of the Board. A majority of the committee present at any meeting shall constitute a quorum.

ARTICLE VIII

BOOKS AND RECORDS

The Society shall keep books and records of account and shall also keep minutes of the proceedings of its members, the Board, the Executive Committee and such other records as the Board may designate and shall keep at the principal office a record of the names and addresses of the members entitled to vote. All books and records of

the Society may be inspected by any member or agent or attorney at any reasonable time.

ARTICLE IX

DUES

SECTION 1. ANNUAL DUES

The Board shall determine the amount of annual membership dues.

SECTION 2. PAYMENT OF DUES

Dues shall be payable by the close of the annual meeting of each year unless the Board determines otherwise.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member shall be in default in the payment of dues for a period of three (3) months from the date when such dues becomes payable, his/her membership shall be terminated.

ARTICLE X

RULES FOR MEETINGS

All meetings of the Society, its Board, or any committee authorized herein shall be conducted in accord with Robert's Rules of Order (Current Edition).

ARTICLE XI

AMENDMENTS TO BY-LAWS

These By-Laws shall be effective upon adoption and they may be amended or repealed or new Articles may be adopted subsequent to such date by a majority of the Board of Directors and the membership.