



New York State Volunteer Ambulance and Rescue Association, Inc.

CONSTITUTION

ARTICLE I NAME

Section 1: The organization shall be known and designated as the NEW YORK STATE VOLUNTEER AMBULANCE AND RESCUE ASSOCIATION, INC. and shall hereinafter be referred to as the ASSOCIATION.

ARTICLE II PURPOSE

Section 1: The purpose of the ASSOCIATION shall be to bring together, for their mutual benefit, all volunteer organizations and individuals, regardless of race, creed or color, interested in the education and promotion of first aid, emergency care and the coordination of transportation of the sick and injured.

Section 2: When deemed beneficial in carrying out corporate purpose, as defined in this Constitution, the ASSOCIATION shall have the power to create a contingent fund, acquire title to real and personal property, and to sell same; to hire personnel; subject to law.

ARTICLE III ORGANIZATION AND MEMBERSHIP

Section 1: The ASSOCIATION is organized, and shall forever remain a non-profit organization in fact, subsisting wholly on voluntary contributions, fund raising events and membership dues.

Section 2: Any organization or individual, actively engaged in volunteer emergency care, and/or associated activities, shall be eligible for active membership.

Section 3: Individuals or business concerns interested in financially supporting the ASSOCIATION may apply for sustaining membership.

Section 4: Honorary and Life Membership may be conferred by the Board of Directors.

ARTICLE IV INSIGNIA

Section 1:

The Association reserves the right to control the use of its name and insignia. Upon termination of a membership, the privilege of using, wearing, or otherwise displaying the name and/or insignia of the Association shall be abrogated automatically.

ARTICLE V OFFICERS

Section 1: Association Officers

(a) The officers of the Association shall consist of a President, an Executive Vice President, a Vice President, a Secretary, a Treasurer, and a Financial Secretary.

(b) The above named officers shall be elected by ballot at the Annual Meeting. The candidate that receives the most votes of the delegates and individual members present and voting is declared the winner. They shall assume their duties of their respective offices on October 1, or at the start of new business of the Board of Directors Meeting immediately following the Annual Meeting, if said Annual Meeting shall be held after October 1. They shall hold office for one (1) year, or until their successors are elected. (9/1999)

(d) Vacancies occurring in any of these offices shall be filled by a majority vote of the Board of Directors as provided in the By-Laws.

Section 2: Board of Directors

(a) The above named officers, together with the Immediate Past President of the Association, and the Director of each-- District shall comprise the voting membership of the Board of Directors.

(b) All other Past Presidents, and the current standing committee chairmen shall comprise the non voting membership of the Board of Directors.

ARTICLE VI MEETINGS

Section 1: Association Meetings

(a) The Association shall meet once a year in Annual Meeting, at a time and place to be designated by the Board of Directors. The quorum for this meeting shall be fifteen percent (15 %) of the member organizations in good standing with authorized delegates present.

(b) A member organization in good standing is defined in the By-Laws.

Section 2: Board of Directors Meetings

The Board of Directors shall meet a minimum of four (4) times a year. They shall hold a meeting immediately following the Annual Meeting. A quorum for these meetings shall be fifty-one percent (51%) of the voting members of the Board of Directors. A simple majority of the members present shall be required to make a decision.

ARTICLE VII AMENDMENTS

Section 1: The Constitution shall be amended only at the Annual Meeting.

Section 2: Proposed amendments to the Constitution shall be presented in writing to the Chairman of the Constitution & By-Laws Committee not less than ninety (90) days prior to the Annual Meeting. A copy of all proposed amendments shall be submitted to all member organizations and individual members in good standing not less than thirty (30) days prior to the Annual Meeting. An affirmative vote of two-thirds (2/3) of the authorized delegates and individual members present and voting at the Annual Meeting shall be required for the adoption of an amendment or revision.

ARTICLE VIII PARLIAMENTARY PROCEDURE

Section 1: The authority on PARLIAMENTARY Procedure for all meetings shall be the most current revision of "Robert's Rules of Order."

Section 2: All Actions or Transactions at the Annual or special meetings of the ASSOCIATION with a quorum present shall be binding to the Association.

ARTICLE IX SAVINGS CLAUSE

Section 1: If any clause, sentence, paragraph, section or part of this constitution on shall be judged by any court of competent jurisdiction to be invalid, such judgement shall not affect, impair or invalidate the remainder thereof but shall be confined in its operation to the clause, sentence, paragraph, section or part of this constitution thereof directly involved in the controversy in which such judgement shall have been rendered.

ARTICLE X EFFECTIVE DATE

Section 1: This revised Constitution, upon approval by an affirmative vote of two-thirds (2/3) of the total ballots cast by authorized delegates and individual members shall become effective January 1,1991

ARTICLE XI DISSOLUTION

Section 1: In the event that the ASSOCIATION should be dissolved, any and all properties and monies remaining after full payment of all bills, liens, etc. to all creditors, shall be reduced to cash and be given to organizations engaged in similar activities as this one and that are exempt from taxation under Section 501 (C)3 of the Internal Revenue Service Code, and if this is not possible, to any other exempt organization by a court having jurisdiction.



New York State Volunteer Ambulance and Rescue Association, Inc.

BY-LAWS

ARTICLE I NAME

Section 1:

The name of the organization existing under these By-Laws is the NEW YORK STATE VOLUNTEER AMBULANCE AND RESCUE ASSOCIATION, INC. and shall hereinafter be referred to as the Association.

ARTICLE II MEMBERSHIP

Section 1: DISTRICTS

The State shall be divided into geographical areas known as Districts. Each District will be entitled to one (1) voting member, (Director), on the Board of Directors, providing they meet the following criteria:

1. A minimum of five (5) member squads in good standing.
2. A Constitution and By-laws not in conflict with those of the State Associations.
- 3 Have submitted a completed Annual Report.

Section 1A: REGIONS

The state shall be divided geographically into 3 Regions (Region 1, Region 2, Region3), by the Board of Directors, for the purpose of grouping members and potential members not affiliated with active Districts as specified in Section 1. The Regions shall have boundaries, which are coterminous with aggregates of Regional Emergency Medical Services Councils. Each Region will be entitled to one (1) voting member on the Board of Directors, providing there are a minimum of five (5) member squads in each Region. The Board of Directors shall establish procedures for the appointment by the Board of Regional Directors and may establish uniform Regional Dues to be applied to Regional members. Regional Directors shall assist with missionary/membership recruitment efforts in their region, act as liaison to/from members in their region, and act as a responsible director of the NYSVARA, inc. (9/2004)

Section 2: ORGANIZATIONS

(a) Any organization with trained volunteer personnel and equipment necessary for the emergency care and/or transportation of the sick and injured is eligible for membership.

(b) A member organization in good standing is one whose current dues are paid, and whose current Annual Report is on file with the Associations Financial Secretary.

Section 3: INDIVIDUAL MEMBERS

Anyone who is trained and volunteers his or her time to the care and/or transportation of the sick and injured, or related activity, is eligible for membership. A member in good standing is one whose dues are paid.

Section 4: SUSTAINING MEMBERS

Individuals or business concerns interested in financially supporting the Association may apply for sustaining membership. Sustaining members are not entitled to vote at association meetings.

Section 5: LIFE MEMBERS

Any member who has contributed significantly to the Association may be granted Life Membership by a two-thirds (2/3) vote of the Board of Directors. He/She will have all of the privileges of an individual member, but no dues will be collected

Section 6: HONORARY MEMBERS

Any person who is not a member of the Association but has enhanced the association, may be granted Honorary Membership by a two-thirds (2/3) vote of the Board of Directors. They will have no vote and pay no dues.

Section 7: APPLICATION PROCESS

Applications for membership in the Association shall be made in writing and shall be accompanied by the first year's dues. Said application shall be presented to the secretary of the district in which the applicant is geographically located, except as provided in Section 8. An affirmative vote of the majority of delegates and individual members present shall be required to elect said applicant to membership

Section 8: AT LARGE

Applications for membership in the Association that does not have district officers and meetings shall be made in writing to the Board of Directors and shall be accompanied by the first year's annual dues.

ARTICLE III DUES

Section 1:

Active organization membership dues in the Association shall be as indicated in the annual revision of the Procedure Manual. The first years membership dues shall be pro-rated as follows: full annual dues for October 1 through September 30; three-quarters (3/4) of annual dues for January 1 through September 30: one-half (1/2) of annual dues for April 1 through September 30: one-quarter (1/4) of annual dues for July 1 through September 30.

Section 2:

Active individual membership dues in the Association and any local District shall be uniform throughout the state and shall be as indicated in the annual revision of the Procedure Manual. The State Association shall receive a 60 percent portion of said member dues and each district shall receive the remaining 40 percent portion of respective affiliated member dues. The State Association and the District shall not impose any further dues assessment on any individual member beyond those stated herein. Organizational members may be granted an individual membership group rate discount for their members at a rate set by the Board of Directors. The first year's dues are not pro-rated. Honorary and/or Life members shall be exempt of Association dues. (10/07)

Section 3:

Sustaining membership dues in the Association shall be as indicated in the annual revision of the Procedure Manual.

Section 4:

Membership dues can be changed annually, at a rate not to exceed ten (10%) percent, by a majority vote of the Board of Directors at a Board of Directors meeting. Any proposal to increase dues by more than ten percent (10%) must be submitted in writing to the Board of Directors by the board meeting prior to the annual meeting and be approved by a majority ballot at the annual meeting. (9/1999)

Section 5:

a.)--The fiscal year of the Association shall be from October 1 through September 30. Renewal membership dues shall be due October 1 and shall be paid to the State Association. The Association shall immediately remit the District dues to the designated District Financial Officer. Districts shall also remind their membership of dues renewal. The Association shall by September 1 provide to each District Director a list including the names and addresses of all organizations and individuals who will be or who have been mailed renewal notices in their district. The District Director shall immediately forward the list to the appropriate District Officers. The Association may, when requested and as funds may allow, advance to a district up to 1/3 of the anticipated district dues.

b.) -- Districts that have been organized and operating for at least two consecutive years may opt to send out their own renewal notices and collect dues renewals. The association may also send out a reminder letter to such members. Any District wishing to take advantage of this option shall notify the Board of Directors by May 30, 2006. After this date a District organized and operating for at least two consecutive years may request this status by submitting a proposal to the Board of Directors by May 30 of any subsequent year. In such cases membership dues shall be due October 1 and shall be paid to the designated financial officer of the District in which membership is held. The District shall immediately remit the Association dues and any additional contribution to the association to the Association's designated financial officer. The designated financial officer of the District shall by September 1 provide to the Association's designated financial officer a list including the names and addresses of all organizations and individuals who will be or have been mailed renewal notices in their district. (9/2005)

Section 6:

Member organizations delinquent as of December 1 shall be so notified by mail. Any organization or individual member not paying dues before January 1 of each year shall be declared delinquent, not in good standing, and not entitled to a vote at any meeting of the Association or the District and shall be notified of same by certified mail. Any organization or individual member not paying dues before January 31 of each year, shall be dropped automatically from the rolls.

Section 7:

Any organization dropped from the rolls for non-payment of dues shall be required to apply as a new member and pay current dues without being pro-rated, to the District from which it was dropped.

Section 8:

Any individual member dropped from the rolls for non-payment of dues shall be required to apply as a new member.

Section 9:

(a) To be recognized and eligible to vote at the annual Association Meeting, application and dues of any new organization or individual must be received by the Association's Financial Secretary fifty (50) days prior to the Annual Meeting of the Association. In the case of organizations, Annual Reports must accompany application and dues.

(b) (Fifty (50) days prior to the Annual Meeting, Districts may accept new organizations and individual members on an interim basis, but these organizations and individual members cannot vote at the coming Annual Meeting.

Section 10:

Any organization or individual member desiring continuous membership shall be required to pay all back dues.

ARTICLE IV INSIGNIA

Section 1:

The Associations insignia may be worn or displayed by personnel of member organizations and by individual members

Section 2:

The member organizations shall determine the placement of the Association's insignia.

Section 3:

Organizations and/or individual members desiring to display the name and/or insignia of the Association in any fashion other than the general issue authorized by the Association shall be required to present written application, with a sample design, to the Board of Directors for approval.

ARTICLE V OFFICERS

In as much as the Association has in its membership certain individuals which do not necessarily have membership in an individual squad, and these individuals have in fact been an asset to our Association, these individuals on the books (as of 12-31-74) and provided that their membership does not lapse, shall be qualified to run for any one of the elected positions providing that the other qualifications for said office are fulfilled as listed in this article.

Section 1: PRESIDENT

(a) Shall be a member of a member organization in good standing and an individual member in good standing prior to nomination. Shall have been a voting member of the Board of Directors for at least two (2) years.

(b) Shall preside at all regular and special meetings of the Association and at such meetings decide on all points of order; shall enforce the Constitution and ByLaws; shall put the question of all points; shall call the meeting and any special meeting when the interest of the Association requires it; or on written petition signed by a majority of the Directors; shall appoint a chairperson(s) of each standing committee subject to the approval of the Board of Directors following consultation with the appointee and if possible, the Board of the appointees home District; shall recommend the members of the committee(s) to the appointed chairperson(s); shall appoint interim and special committees; shall appoint a parliamentarian; may vote when the vote is by ballot and in all other cases where his/her vote would break a tie; shall authenticate the minutes of all meetings by initialing all additions and/or corrections and signing the completed copy when approved by the assembly; shall be Chairman of the Board of Directors; shall be a member ex-officio of all committees and boards except the nominating committee and such committees delegated to the Executive Vice-President or other officer; shall sign all contracts; shall sign all orders on the Treasurer which have been sanctioned by the Association and countersigned by the Secretary; shall be the alternate to validate all checks; shall represent the Association at any official functions where his/her presence is requested or required.

Section 2: Executive Vice-President

(a) Shall be a member of a member organization in good standing and an individual member of the Association prior to nomination; shall have been a voting member of the Board of Directors for at least two (2) years.

(b) Shall assume the duties of the President in his/her absence and should his/her absence be permanent, as declared by a two-third (2/3) vote of the Board of Directors, become President for the remainder of the President's term of office; shall act as liaison between the President and such standing or interim committees as the President may delegate; shall be the chairman of the missionary committee.

Section 3: Vice President

(a) Shall be a member of a member Organization in good standing and an individual member of the Association prior to nomination; shall have been a member of the Board of Directors or a District Officer for at least one (1) year.

(b) Shall assist the Executive Vice President in the performance of his or her duties, but shall not automatically succeed to either the office of President or Executive Vice President if a vacancy should occur.

Section 4: Secretary

(a) Shall be a member of a member organization in good standing and an individual member of the Association prior to nomination; shall have been a member of the Board of Directors or a District Officer for at least one (1) year.

(b) Shall record minutes of all regular and special meetings of the Association and of the Board of Directors; shall distribute copies of the minutes of all regular and special meetings of the Association and of the Board of Directors to members of the Board of Directors, District Executive Chairmen, District Vice-Chairmen, and District Secretaries. Shall distribute copies of the annual meeting and special meetings of the Association to all member organizations. Shall receive correspondence of the Association, record same, and forward it to the proper officer and /or committees; shall be responsible for maintaining a suitable filing system for all Association papers and records pertaining to the office; shall maintain an updated copy of the Constitution and By-Laws of the Association, entering therein any amendments together with the date of adoption and the page of minutes wherein recorded; shall notify the membership of election results and appointments; shall furnish all required credentials; shall prepare for the use of Presiding Officer an order of business showing in their exact order what is necessary to come before the meeting. (9/2000)

(c) Shall be in charge of Good and Welfare for the Association; shall be responsible for sending all individual mail ballots to District Secretaries for distribution within said Districts.

(d) Shall, with the Approval of the Board of Directors, appoint an assistant secretary to aide in the performance of his/her duties.

Section 5: Treasurer

(a) Shall be a member of a member organization in good standing and an individual member of the Association prior to nomination; shall have been a member of the Board of Directors or a District Officer for at least one (1) year; shall meet the requirements to be bonded.

(b) Shall receive all monies from the Financial Secretary giving receipt thereof; shall pay all authorized and interim disbursements of the Association by check only; may validate all checks drawn on the Association together with either the Financial Secretary or the President; shall be required to obtain a signed voucher for all expenditures; shall submit a detailed report at each Board of Directors Meeting, said report to be filed with the Secretary to become part of the minutes of that meeting; shall submit a full statement at the Annual Meeting regarding the fiscal records, showing therein the source of income and the record of disbursements which shall be signed by the auditing committee; shall surrender all books, records and Association property in his/her keeping to the auditors upon demand or on resigning his/her post before his/her term expires. Shall audit the books of all committees; shall be bonded by the Association in an amount deemed appropriate by the Board of Directors.

Section 6: Financial Secretary

(a) Shall be a member of a member organization in good standing and an individual member of the Association prior to nomination; shall have been a member of the Board of Directors or a District Officer for at least one (1) year. Shall meet all the requirements to be bonded.

(b) Shall be responsible for all Association billing except as provided in these By-Laws; shall receive, record and forward all receipts to the Treasurer, keeping accurate records thereof; shall maintain an accurate roster of all Association members showing therein the proper classification and such other information as shall be pertinent, and furnish a copy to the Association Secretary and President; shall issue all membership cards and certificates; shall receive, inspect and initial all bank statements prior to forwarding them to the Treasurer; shall

maintain a suitable filing system of all Association papers and records pertaining to the office; may validate all checks drawn of the Association together with the Treasurer or the President; shall be bonded by the Association in an amount deemed appropriate by the Board of Directors.

Section 7: Board of Directors

(a) Shall be empowered to make emergency decisions relative to the business of the Association between Association Meetings; shall approve all orders for disbursements of Association funds; may create a contingent fund, acquire title to real property and sell or exchange same in carrying out the corporate purpose; shall acquire legal counsel when deemed necessary. The foregoing shall be reported to the Association at its next regular or special meeting.

(b) Shall be empowered to appoint officers when a vacancy occurs, except for the office of President; shall be responsible for securing a bond for the appropriate Officers and Committee members; shall have the books of the Association Treasurer and Financial Secretary audited not more than two (2) weeks prior to the Annual Meeting of in the event either the incumbent Treasurer or Financial Secretary retires before his/her term expires; shall approve reports from Committees except where approval of the Association is required; shall approve the appointment of all Committee Chairmen made by the President; shall appoint the Resolutions Committee by its July meeting; shall recommend immediate action on proposed amendments to the Constitution and By-Laws when required; shall investigate and approve formation of new Districts; shall cooperate with related organizations for the mutual benefit of all; shall be responsible for the development of plans that will improve the Association and promote the good and welfare of its members.

(c) Shall have the responsibility, upon two-thirds (2/3) affirmative votes of the Board, to dissolve or operate a District(s) for failure to comply with the Association Constitution and By-Laws or Association requirements; for improper or lack of financial accountability; conduct judged prejudicial to the interest of the Association by a District and/or its Officers for a period not to exceed one (1) year or until such time as the District(s) is formed as set forth in the Constitution and By-Laws of this Association, whichever comes first and/or which conforms with the Constitution and ByLaws relating to the Internal Revenue Code 501(c)3, as may be applicable.

(d) This Board shall take no action which is contrary to the expressed will of the Association or contrary to the provisions of this Constitution and By-Laws.

Section 9: District Officers

(a) The Director shall be a liaison between the Board of Directors and the District and shall attend all Board of Directors meetings as a voting member. The outgoing Officer (regardless of being reelected) shall prepare and submit to the Board of Directors a written "End of Term" Report for the District.

(b) Executive Chairman shall be the presiding officer at all regular and special meetings of the District.

(c) The Vice Chairman shall act in all capacities in the absence of the Executive Chairman

(d) The Secretary shall keep a proper record of all minutes of District meetings and shall submit a typewritten copy within sixty (60) days of the District meeting to the Secretary of the Association and the District Director; shall be responsible for issuing and distributing all report forms; shall receive membership applications and keep a roster of District membership; shall be responsible for distribution of individual mail ballots to members within said District.

(e) The Treasurer shall receive Association dues, and within thirty (30) days of receipt of said dues, forward same to the Association Financial Secretary. The final date for receipt of Association dues by the Financial Secretary shall be January 31. Shall acquire a bond for all District Officers or members with District fiscal responsibilities.

ARTICLE VI MEETINGS

Section 1: Association Meetings

(a) The Association shall meet in Annual Meeting between August 15th and October 15 each year at a site to be determined by the Board of Directors up to five (5) years prior.

(b) Each member organization in good standing shall be entitled to be represented by three (3) delegates who are authorized in writing by that organization and shall have a voice at each regular or special meeting. Only the names of the delegates or alternates appearing on the current Annual Report will be recognized. Any revision to the Annual Report must be submitted to the Association Secretary in writing postmarked no later than three (3) weeks prior to the Annual Meeting and signed by the Presiding Officer or Secretary of the member Organization. In case of a special meeting of the Association, any revision must be submitted as outlined above at the time of the meeting. Each member Organization is entitled to twenty-five (25) votes which shall be cast as a unit by one of the above designated delegates. Each Organization shall be entitled to assign a proxy to any Association member in good standing for the purpose of voting at the Annual Meeting for the adoption of amendments to the Constitution and By-Laws and election of Officers. Proxies shall be submitted in the same manner as substitutions to the Annual Report.

Each individual member in good standing present with proper identification shall have a voice and one (1) vote at all Association meetings.

Each candidate for office or his/her appointed spokesman shall be entitled to address the Annual Meeting in his/her behalf, once, for a period not to exceed five (5) minutes; after the nominations have been closed.

Section 2: Board of Directors Meetings

(a) The Board of Directors shall meet a minimum of four times per fiscal year.

(b) Special meetings may be called by the President upon advice and Consent of a majority of the Directors when the interest of the Association so requires. All members as defined in the Associations Constitution shall be entitled to one (1) vote each.

Section 3: District Meetings

(a) Districts of the Association shall be required to meet twice during the fiscal year.

(b) Each member organization in good standing shall be entitled to be represented by three (3) delegates at each regular or special meeting of the District, and shall be entitled to twenty-five (25) votes which shall be cast as a unit by one of the above designated delegates.

(c) Each individual member in good standing present with proper identification shall have a voice and one (1) vote at all meetings of the District of which he is a member.

Section 4: Non-voting Members

(a) Any member of a member organization in good standing is privileged to attend any meeting of the Association or District and may, at the discretion of the presiding officer, speak but shall have no vote.

(b) Any Sustaining Member in good standing may attend meetings of the Association or District and may, at the discretion of the presiding officer, speak but shall have no vote.

ARTICLE VII CHARGES & EXPULSIONS

Section 1:

Formal charges made in writing and signed by at least three (3) officers of the complainant member organization or District shall be submitted to the District Executive Chairman, with a copy to the District Director. District Executive Chairman shall notify the member organization, individual, honorary, or life member of the charges and time and place of the hearing. Charges not resolved by the District shall be submitted to the Grievance Committee for action.

Section 2:

All decisions shall be resolved by a two-thirds (2/3) vote of the body present and voting, excluding those involved in the charges.

Section 3:

Appeals from the respective decisions may be carried to the next higher body. Appeals from the decision of the Grievance Committee in the case of expulsion may be made at any meeting of the Association, and a two-thirds (2/3) vote of the delegates and individual members present and voting shall determine the results of the appeal. The motion to appeal the action of the Grievance Committee shall be "to reinstate the dismissed organization or individual member.

Section 4:

An expelled organization or individual member wishing to redeem membership in the Association shall make written application to the District from which it was expelled.

ARTICLE VIII AMENDMENTS

Section 1:

Proposed amendments to these By-Laws made be made in the same manner as prescribed in the Constitution. However, an affirmative vote of a simple majority is all that is needed for passage.

Section 2:

Any section of these By-Laws may be waived at any meeting of the Association for that meeting only, by an affirmative vote of two-thirds (2/3) of the members present and voting.

ARTICLE IX ORDER OF BUSINESS

Section 1:

The Order of Business at Association Meetings shall be as follows:

1. Opening Exercises
2. Roll Call
3. Approval of Minutes
4. Reports of Officers
5. Presentation of Bills
6. Committee Reports
7. Correspondence
8. Old Business
9. New Business
10. Nomination/Election of Officers
11. Place of next Meeting
12. Adjournment

ARTICLE X COMMITTEES

Section 1 – Standing Committees

(a) Such Standing Committees, as may be necessary to the good operation of the association may be established by a resolution adopted by the Board of Directors. The resolution establishing a committee may provide for its size, purposes, procedures, functions, name, membership, and reporting. All such Standing Committees, their names, duties and function, and responsibilities shall be published in the Procedure Manual. The Board of Directors shall also have the power by resolution adopted by the members to dissolve any Standing Committee if it no longer serves a necessary purpose.

(b) The existing list of Standing Committees shall be transferred to the Procedure Manual. (09/08)

ARTICLE XI INTERIM COMMITTEES

Section 1: Auditing Committee

(a) This committee shall consist of three (3) members appointed by the Board of Directors.

(b) Shall be responsible for auditing the books for the Association's Treasurer and Financial Secretary not more than two (2) weeks prior to the Annual Meeting or, in the event the incumbent Association Treasurer or Financial Secretary retires before his/her term expires.

Section 2: Election Committee

(a) This Committee shall consist of one (1) member appointed by each candidate for office at the Annual Meeting, Each candidate shall be entitled to appoint one (1) member, the remaining shall be members of the Credentials Committee who are not candidates for office.

(b) Shall be responsible for supervising the collection of ballots, shall act as tellers during the counting of ballots, and shall supervise the preparation of a report showing the results of the election.

ARTICLE XII SAVINGS CLAUSE

Section 1:

(a) If any clause, sentence, paragraph, section or part of this By-Laws shall be judged by any court of competent jurisdiction to be invalid, such Judgement shall not affect, impair or invalidate the remainder thereof but shall be confined in its operation to the clause, sentence, paragraph, section or part of this By-Laws thereof directly involved in the controversy in which such Judgement shall have been rendered. This section is intended to supplement the By-Laws dated January 1, 1973, whereby the authority of the By-Laws was inadvertently omitted.

(b) The Executive Board shall be empowered to change such wording of the By-Laws as is necessary to affect approval by the Internal Revenue Service of the NYSVA & R ASSOC., Inc., as an organization exempt from taxation under Section 501(C)3 of the Internal Revenue Service Code.

ARTICLE XIII EFFECTIVE DATE

Section 1: These revised By-Laws, upon approval by an affirmative vote of two-thirds (2/3) of the total ballots cast by the authorized Delegates and Individual Members as set forth in Article VIII, Section e., shall become effective January 1, 1991.

ARTICLE XIV DISSOLUTION

Section 1: In the event that the Association shall be dissolved any and all properties and monies remaining after full payment of all bills, liens, etc. to all creditors shall be reduced to cash and be given to organizations engaged in similar activities as this one and that are exempt from taxation under Sections 501 (C)3 of the Internal Revenue Service Code, if this is not possible, to any other exempt organization as determined by a court having jurisdiction.