

Bylaws of Citizens Against Casino Gambling in Erie County

ARTICLE I

Name and Purpose

Section 1.01 The name of this corporation shall be Citizens Against Casino Gambling in Erie County, hereinafter referred to as CACGEC.

Section 1.02 CACGEC shall be a non-profit corporation in the state of New York.

Section 1.03 CACGEC's Mission Statement shall be: "To inform and empower the public to prevent a casino in Erie County."

ARTICLE II

Membership and Dues

Section 2.01 Membership in CACGEC is open to individuals who agree, in general, with CACGEC's Mission Statement.

Section 2.02 A CACGEC individual member with voting privileges shall be a natural person. Such a member shall be called a Voting Member.

Section 2.03 The Board of Directors shall have the authority to establish and define nonvoting categories of membership.

Section 2.04 Yearly dues for a Voting Member shall be \$10.00 due in January of each year beginning in 2006, or within one month of the adoption of these Bylaws, whichever occurs later. Each such member in good standing shall have one (1) vote and will be allowed to vote in elections of Officers and Directors-At-Large and on appropriate resolutions. In an effort to be as inclusive as possible, the Treasurer or the Chairperson (or a co-Chairperson) can waive individual dues. Such waivers shall be examined and renewed on a yearly basis.

Section 2.05 Voting Members may remove a member from CACGEC by at least a two-thirds (2/3) vote at a Regular Meeting, or at a Special Meeting called for that purpose. There must be an expanded quorum, as defined below, present at the time the removal vote is taken. Such removal must be in the best interests of CACGEC and conducted without prejudice. A motion to remove a member must be debated fully, and the member must have an opportunity to present a defense. If the member cannot be present at the meeting at which the removal is to be voted upon, there must be an opportunity to present a written defense, which must be distributed to the membership at least two days prior to the meeting. If the member whose removal is under consideration is a Director (including an Officer), the Directorship must be removed first. However, the vote to remove a member may take place any time after the vote to remove the Directorship, subject to the notice requirements listed below.

Section 2.06 Notice of a motion to remove a member from the organization must be provided at least two weeks prior to the meeting at which the vote will be taken. Notice of the motion to remove the Directorship and of the vote to remove the member from the organization may be provided together.

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ARTICLE III **Board of Directors**

Section 3.01 The Board of Directors shall consist of up to fifteen (15) members, including the Officers specified below. Each Director who is not an Officer shall be called a Director-At-Large.

Section 3.02 Each Director shall be a Voting Member of CACGEC at the time of his or her election.

Section 3.03 The Board of Directors is responsible for overall policy and direction of CACGEC and for coordination of the activities of the organization's members and committees.

Section 3.04 A vacancy in the Board of Directors (including Officers), resulting from removal, resignation, death, disability, or failure to elect fifteen Directors, may be filled for the duration of the term by a majority vote of the Board of Directors, at its discretion. Such an appointment shall remain in effect until the next election.

Section 3.05 Voting Members may remove a Director, whether an Officer or a Director-At-Large, from that position by at least a two-thirds (2/3) vote at a Regular Meeting, or at a Special Meeting called for that purpose. There must be an expanded quorum, as defined below, present at the time the removal vote is taken. Such removal must be in the best interests of CACGEC and conducted without prejudice. A motion to remove a Director must be debated fully, and the Director must have an opportunity to present a defense. If the Director cannot be present at the meeting at which the removal is to be voted upon, there must be an opportunity to present a written defense, which must be distributed to the membership at least two days prior to the meeting. Removal of the Directorship must be carried out prior to any consideration of removal of the Director as a member of the organization.

Section 3.06 Notice of a motion to remove a Director must be provided at least two weeks prior to the meeting at which the vote will be taken.

ARTICLE IV **Officers**

Section 4.01 The Officers of CACGEC shall be: Chairperson, (or, at the option of the Board of Directors at the time of election, two co-Chairpersons), Vice Chairperson, Secretary and Treasurer. An Officer may hold dual (but not triple) Offices provided that such Offices do not include Chairperson or co-Chairperson.

Section 4.02 Officers, by virtue of their Offices, shall be members of the Board of Directors.

Section 4.03 The duties of the Chairperson shall be to preside at meetings, sign CACGEC legal documents, maintain pertinent files, supervise all CACGEC affairs, keep members informed of the activities of CACGEC, and represent CACGEC externally. If there are two co-Chairpersons, they may divide these responsibilities in any manner that is mutually agreeable, subject to approval by the Board of Directors.

Section 4.04 The duties of the Vice Chairperson shall be to act in the capacity of Chairperson when the Chairperson (or either co-Chairperson) is not present or able.

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Section 4.05 The duties of the Secretary shall be to keep the minutes of all meetings of CACGEC, make these available to the general membership in a timely fashion, and co-sign legal documents. The Secretary may discharge all or part of these duties connected with the Office to a qualified person with permission from the Board of Directors. In such circumstances, the Secretary is responsible for overseeing the correctness of all duties assumed by this third party.

Section 4.06 The duties of the Treasurer shall be to have custody of CACGEC's funds, deposit all money in the CACGEC account and disburse the funds as ordered by the Board of Directors. The Treasurer is to keep full and accurate accounts of all receipts and disbursements, keep an inventory of assets and provide a regular accounting report, in absentia if necessary, at each Board of Directors Meeting and when requested by the Board of Directors. The Treasurer shall also be responsible for the preparation of any needed tax forms, reports or other legal documents. The Treasurer may discharge all or part of these duties connected with the Office to a qualified person with permission from the Board of Directors. The Treasurer would be responsible for overseeing the correctness of all duties assumed by this third party.

Section 4.07 A vacancy in an Officer position, resulting from removal, resignation, death, disability, or failure to elect someone to the Office, may be filled for the duration of the term by a majority vote of the Board of Directors, at its discretion. Such an appointment shall remain in effect until the next election. In the absence of such an appointment, the duties of the vacant Office shall be temporarily assumed as follows: duties of a Chairperson or co-Chairperson shall be assumed by the Vice Chairperson; duties of a Vice Chairperson or Treasurer by the Secretary, duties of a Secretary by the Treasurer.

Section 4.08 Voting Members may remove an Officer from the Office and, perforce, from the Board of Directors, by at least a two-thirds (2/3) vote at a Regular Meeting, or at a Special Meeting called for that purpose. There must be an expanded quorum, as defined below, present at the time the removal vote is taken. Such removal shall be in the best interests of CACGEC and conducted without prejudice. A motion to remove an Officer must be debated fully, and the Officer must have an opportunity to present a defense. If the Officer cannot be present at the meeting at which the removal is to be voted upon, there must be an opportunity to present a written defense, which must be distributed to the membership at least two days prior to the meeting. Removal from Office must be carried out prior to consideration of removal of an Officer as a member of the organization.

Section 4.09 Notice of a motion to remove an Officer from the Office must be provided at least two weeks prior to the meeting at which the vote will be taken.

ARTICLE V
Election of Directors

Section 5.01 Election of Directors, including Officers, shall be conducted at the Annual Meeting. There must be an expanded quorum, as defined below, present at the time the election is conducted. If there is no expanded quorum at the Annual Meeting, elections shall be conducted at the first Regular Meeting, or Special Meeting called for that purpose, at which an expanded quorum is present, following the Annual Meeting.

Section 5.02 If elections are conducted at the Annual Meeting or at any other in-person meeting, any single Voting Member can request elections take place by secret, written ballot; such a request shall be honored. If no such request is made before voting begins, the elections shall be conducted by voice vote, show of hands, or roll call, according to the prior decision of the Board of Directors. If elections are conducted at a meeting other than a face-to-face meeting, the means of recording votes – voice vote, electronic voting prior to the meeting, or any other reasonable means, shall be consistent with the format of the meeting, and subject to the prior decision of the Board of Directors.

Section 5.03 Elections of Officers shall precede elections of Directors-At-Large and shall proceed one position at a time in the following order: Chairperson (or co-Chairpersons, one at a time), Vice Chairperson, Secretary, Treasurer. After the election of Officers, the number of Director-At-Large positions to be filled, based on the fixed size of the Board of Directors and the number of Officers elected, shall be announced. Elections of Directors-At-Large take place collectively.

Section 5.04 Nominations for each Officer or set of Directors-At-Large shall precede the election of that Officer or set of Directors-At-Large. Nominations shall be of willing nominees who satisfy the requirements of Director. A nominee need not be present, provided that someone is able to attest to the willingness of the nominee to serve. No second is necessary for a nomination. Self nominations are valid. Nominations submitted by the Nominating Committee, defined below, shall have no preferred status. If there is no nomination for a particular Office, that Office shall be considered vacant following the election, in which case the duties will be temporarily assumed by another Officer as described above, and the Board of Directors may fill the position by appointment.

Section 5.05 Each contesting nominee shall each have a maximum of two minutes to speak on behalf of his or her candidacy immediately prior to the vote for the position for which he or she is a candidate.

Section 5.06 If an Officer is to hold dual Offices, the person filling such positions shall be nominated and elected to both positions separately.

Section 5.07 The election of each Officer (and runoffs thereof, if necessary) is by majority vote of the Voting Members present from among nominees for that Office (or by acclamation). If an election or runoff results in no majority vote for one nominee, the nominee with the fewest votes is eliminated, and a runoff is held, if necessary, among the remaining nominees. If a tie precludes the elimination of only one nominee, then a nominee from among the appropriately tied nominees is eliminated by lot.

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Bylaws amended June 5, 2007

Section 5.08 The election of Directors-At-Large (and a runoff thereof, if necessary) is done collectively. Each voter may cast a number of votes up to the number of Director-At-Large positions. The winning nominees are those receiving the most votes of Voting Members from among said nominees (or by acclamation). If a tie in the election precludes the determination of the appropriate number of elected nominees, then one runoff is held among the nominees so tied. Each voter may then cast a number of votes up to the number of Director-At-Large positions remaining to be filled. If a tie in the runoff precludes the determination of the appropriate number of elected nominees, a decision is made by lot from among the remaining nominees so tied.

Section 5.09 An election by acclamation occurs when only one nominee exists or remains for one Officer position or when the number of nominees for Director-At-Large positions does not exceed the number of Director-At-Large positions. In such a case a motion shall be called for the Secretary to cast a single electing ballot. If such a motion is passed, the nominee or set of nominees attains the position. If there are fewer nominees than Director-At-Large positions, the unfilled positions shall be considered vacant following the election, in which case the Board of Directors may fill any or all of the vacant positions by appointment.

Section 5.10 Elections shall take effect immediately following the meeting at which they take place. Each Director shall serve until the next meeting at which an election is conducted and may be reelected.

ARTICLE VI **Meetings**

Section 6.01 Regular Meetings of the general membership shall be held at least once per year through means and at a time and place determined by the Executive Committee; Regular Meetings shall include one (1) in-person Annual Meeting, to be held between May 1 and September 30 each year, at which elections are to be conducted provided that a quorum exists.

Section 6.02 Special Meetings of the general membership may be called at any time by the Chairperson (or by either co-Chairperson), by two (2) Directors or via petition by eight (8) Voting Members. Notice of a Special Meeting shall be subject to the requirements listed below, and shall specify the purpose of the meeting.

Section 6.03 Board of Directors Meetings shall take place at least once each year through means and at a time and place determined by the Executive Committee.

Section 6.04 Any member may attend any Regular, Special, or Board of Directors Meeting. While the Annual Meeting must be in-person, acceptable means of meeting for all other meetings include, but are not limited to, conference calls and electronic meetings.

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Section 6.05 The Chairperson (or a co-Chairperson) shall preside at all Regular, Special, and Board of Directors Meetings. In the absence of the Chairperson (or a co-Chairperson), the Vice Chairperson shall preside. In the absence of both the Chairperson (or both co-Chairpersons) and Vice Chairperson, a Director chosen by the people present and entitled to vote at the meeting shall preside. The Secretary, or other duly appointed member, shall take minutes at all meetings; a summary of the minutes shall be disseminated to the general membership in a timely fashion, and the full minutes shall be made available to those members who have requested them.

Section 6.06 Notice shall be given at least one (1) month prior to an Annual Meeting, and at least one (1) week prior to any other meeting. An identical notice requirement shall apply to any change to the time, place or means of any meeting; such notice requirement shall pertain to the rescheduled meeting, rather than to the originally scheduled meeting.

Section 6.07 Notwithstanding the general notice requirements for meetings, notice of votes on resolutions involving the changing of Bylaws or the removal of a member or a Director shall be given at least two (2) weeks prior to said votes.

Section 6.08 For a Regular Meeting (including the Annual Meeting) or a Special Meeting, a normal quorum, required to conduct most business, shall be 5% of the Voting Members, except that a normal quorum shall not be fewer than five (5) Voting Members or more than fifteen (15) Voting Members. An expanded quorum, required for a vote to remove a Director (including an Officer), a vote to remove a member, an election, or a vote to amend the Bylaws, shall be 7% of the Voting Members, except that an expanded quorum shall not be fewer than seven (7) Voting Members or more than fifteen (15) Voting Members. A quorum for a Board of Directors Meeting and for any resolution before the Board of Directors shall be one-third (1/3) of the number of Directors.

Section 6.09 Unless explicitly stated otherwise in these Bylaws, votes shall normally be taken verbally, via a show of hands, or, where possible and on request, by secret ballot, and from only those in attendance at a meeting. However, at the option of the Board of Directors and where it is not otherwise precluded by these Bylaws, votes may be conducted by electronic voting means; the specific means and rules of such electronic voting shall be governed by a majority vote of the Board of Directors. Non-Voting Members, abstaining Voting Members and those casting invalid votes shall not be counted in the determination of the number of members needed for the passing of any resolution. Whoever is presiding over a meeting cannot vote on any resolution except to break a tie.

Section 6.10 Where these Bylaws are not specific, *Robert's Rules of Order* (latest edition) shall govern all meetings and functions of CACGEC.

ARTICLE VII **Committees**

Section 7.01 The Executive Committee shall be comprised of the Officers. They shall have the authority to act as necessary between meetings as long as such actions are in accordance with the purpose of CACGEC. The general membership is to be kept informed of such actions.

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Bylaws amended June 5, 2007

Section 7.02 The Advisory Board shall be a special committee of CACGEC whose purpose shall be to help to guide the activities of CACGEC. The Advisory Board and its Chairperson shall be appointed by the Chairperson or other presiding Officer, with the concurrence of the Voting Members present at the time of appointment, and shall serve at the pleasure of the Board of Directors. Its members need not be Voting Members of CACGEC. The Advisory Board may meet if, when, and by means of its own choosing. Such meetings shall not, in general, be open to any person who is not a member of the Advisory Board, other than by special invitation.

Section 7.03 A three-person Nominating Committee shall be established at least one month prior to the Annual Meeting. The members and Chairperson of this committee shall be Voting Members appointed by the Chairperson or other presiding Officer, with the concurrence of the Voting Members present at the time of appointment. This committee shall be charged with attempting to ensure that there is at least one willing and eligible nominee for each position to be filled. At the time of election, the report of the Nominating Committee will take the form of a slate of nominations, which are to be treated the same as nominations from the floor. Following the election, the Nominating Committee will be disbanded.

Section 7.04 The Chairperson or other presiding Officer, with the concurrence of the Voting Members present, may establish Ad Hoc Committees as needed, determine the purpose and membership of such committees and appoint the initial Committee Chairpersons. Any such committees shall be under the authority of the Board of Directors.

Section 7.05 Each member of an Ad Hoc Committee shall be a Voting Member and entitled to one (1) vote on committee resolutions. At committee meetings a majority vote of Voting Members present and voting shall be necessary for committee action.

ARTICLE VIII

Amendment of the Bylaws

Section 8.01 The Voting Members may, by appropriate resolution, amend these Bylaws at any Regular Meeting (including the Annual Meeting), or Special Meeting called for that purpose, by at least a two-thirds (2/3) vote. There must be an expanded quorum, as defined above, present at the time the motion to amend the Bylaws is voted upon.

Section 8.02 Notice of the text of a proposed amendment to the Bylaws must be provided at least two weeks prior to the meeting at which the vote will be taken.

Section 8.03 If the Bylaws include the Mission Statement, a change in the Mission Statement is considered an amendment to the Bylaws and may be effected by the procedure defined above.

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