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2025 Bylaw Amendments

Adopted by Board of Directors

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Article VI—Directors

Section 1.(d)

Nominations from the floor are not permitted. Written nominations for vacant Board of Directors positions shall be provided to the Chair of the **Governance Committee** before January 31st preceding the next upcoming Annual meeting. All nominations will be collected and reviewed by the **Governance Committee**.

Thereafter, the Committee will provide all names of nominees to the Board Chair no later than the last Board of Directors meeting preceding the next Annual meeting. The Board of Directors shall determine if an individual is qualified to be a representative of the Sustaining Members, Exempt Participating Members, and Non-Exempt Participating Members. The Board of Directors shall vote on which of the nominees, if any, are to be presented for a vote at the Annual meeting. If the Board of Directors decides, in its sole discretion, to alter the number of Board vacancies, it may do so by simple majority vote.

Brief statement of changes made:

The UDig NY Board updated the Committee structure by consolidating some of the Committees. Nominations are now handled by the Governance Committee. Changes outlined below regarding President and Board Chair title changes.

Section 2.

Any member of the Board of Directors may resign by delivering its written resignation to the Secretary of the Corporation or may be removed at any time by action of the voting members. In case of a vacancy in the Board of Directors through death, disability, resignation, removal or other cause, the remaining Directors may appoint, through a majority vote, a successor who shall take office immediately and hold same until the next annual meeting of the members, at which time a successor to fill the unexpired term shall be elected by the voting members. A member of the Board of Directors may be removed by a vote of 2/3 or more of the Board of Directors for reason of cause, which shall include, but not be limited to, absence from more than **50%** of the Board of Directors **regularly scheduled** meetings in a calendar year, any act or omission that is prejudicial to the Corporation, any conflict of interest or any act or omission that is not in the best interest of the Corporation.

Brief statement of changes made:

The UDig NY Board of Directors updated the meeting frequency of the full Board and has updated the Bylaws to reflect required attendance at regularly scheduled meetings to coincide.

Article VII—Meetings of the Board of Directors

Section 1.

As soon as practicable after each annual meeting of the members, the Board of Directors shall meet for the purposes of the election of officers and the transaction of other business. The Board of Directors may hold regular meetings, at such times and places, and in accordance with such notice as from time to time may be determined by the Board of Directors. Notice of regular meetings need not be given. A special meeting of the Board of Directors may be called by

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the **Board Chair** or any other corporate officer and shall be held at such time and place as are fixed in the call of the meeting.

One or more Board Members may participate in a meeting of such Board by means of a conference telephone or any other similar type of equipment or by electronic video screen communication. If someone participates telephonically, all persons in the meeting should be able to hear each other, as well as the person participating via telephone or videoconference. Board Members may not use this as an overall substitute for their physical presence at meetings. Overall, Board Members are urged to attend all meetings and limit use of telephonic or videoconference participation.

Brief statement of changes made:

Changes outlined below regarding President and Board Chair title changes.

Section 2.(b)

Brief statement of changes made:

Removed "A Member cannot participate in more than two (2) meetings by phone in a calendar year unless approved by the Board Chair, Board Vice Chair, or resolution from the Board of Directors." Due to the changes in meeting frequency the Board is urging members to attend all meetings in person.

Section 4.

The conduct of the meetings of the members of the **Board of Directors** shall be governed by **Robert's Rules of Order Revised © 2011** when applicable and not in conflict with these by-laws.

Brief statement of changes made:

Updated to Board of Directors rather than Corporation.

Article VIII—Officers

Section 1. (a)

The officers of the Corporation shall be a **Board Chair, Board Vice Chair**, President, a Secretary, a Treasurer, and such other officers as the Board of Directors may in its discretion elect. Any two or more offices may be held by the same person or entity, except the offices of President and Secretary.

Section 2. Election & Appointment of Officers

With the exception of the President, the officers shall be elected at the annual meeting of the Board of Directors and, when so elected, shall take office immediately. **The President shall be appointed by the Board of Directors for a term of one year.** Each officer shall be an individual of at least eighteen years of age, and need not be an employee of the Sustaining Members, Exempt Participating Members, or Non-Exempt Participating Members. Subject to the right of the Board of Directors to remove an officer with or without cause, each officer shall hold office for the term for which he or she is elected or appointed, and until his or her successor has been elected or appointed and qualified. Subject to Article VIII, Section 10, each officer's term shall expire at the next annual meeting of the Members.

Section 3. Board Chair

The Board Chair shall preside at all meetings of members and of the Board of Directors. The Board Chair shall see that all orders and resolutions of the Board of Directors are carried into effect. The Board Chair shall exercise such powers and perform such duties as usually pertain to the office or are designated or assigned from time to time by the Board of Directors. The Board Chair may delegate responsibilities to the Board Vice

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Chair from time to time, subject to the powers and the supervision of the Board of Directors. No employee of the Corporation shall serve as Board Chair or hold any other title with similar responsibilities. Notwithstanding the foregoing, no employee shall be considered an independent director.

Section 4. Board Vice Chair.

In the absence of the Board Chair or in the event of the Board Chair's inability or refusal to act, the Board Vice Chair shall perform the duties of the Board Chair, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Board Chair. No employee of the Corporation shall serve as Board Vice Chair or hold any other title with similar responsibilities. Notwithstanding the foregoing, no employee shall be considered an independent director. The Board Vice Chair shall perform such other duties as directed by the Board Chair, and have such other duties and powers as the Board of Directors may prescribe from time to time.

Section 5. President

The President shall have the duties and responsibilities of the chief executive officer of the Corporation, **may be employed by the Corporation, and shall report to the Board of Directors. The President** shall **provide** general supervision of the business, **employees**, property, and affairs of the Corporation subject only to the supervision of the Board of Directors. **The President's duties shall include the following:**

- A. Assisting in the development and execution of the Corporation's strategic plan, initiatives, objectives, annual business plan, and the Corporation's consolidated annual budget;**
- B. Managing all operational activities and administrative policies of the Corporation;**
- C. Acting as principal public relations officer of the Corporation;**
- D. Monitoring the cash flow, accounts receivable and accounts payable activities;**
- E. Approving budgeted expenses and expenditures, including executing contracts, checks, and other instruments in the name of the Corporation, in accordance with the annual business plan and budget adopted by the Board of the Directors;**
- F. For any non-budgeted expenses:**
 - 1. The President may approve expenditures in amounts not to exceed \$15,000, which shall be brought to the Executive Committee's attention via email and at the next meeting,**
 - 2. The President shall present for approval to the Executive Committee expenditures from \$15,000.01 up to \$50,000, an**
 - 3. The President shall present for approval to the Board of Directors expenditures exceeding \$50,000; and**
- G. Providing the Board of Directors, Treasurer, and Executive Committee with monthly and annual financial reports.**

In the absence or disability of any officer of the Corporation, **with the exception of the Board Chair or Board Vice Chair**, the President may perform the duties of that officer. The President **may** perform **all duties incident to his or her office**, and such other duties as the Board of Directors may prescribe. **Under no circumstance will the President be a voting member of the Board of Directors.**

Section 6. Vice President—removed

Section 6. Secretary.

The Secretary shall issue notices of all meetings of the members and of the Board of Directors whenever notice

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is required. The Secretary shall be responsible for keeping the minutes of all meetings of the members and of the Board of Directors in a book to be kept for that purpose. The Secretary shall sign such instruments as require the Secretary's signature and shall possess such other powers and perform such other duties as usually pertain to such office or as the Board of Directors may prescribe. The Secretary may delegate all or any of its day-to-day duties to the **Treasurer, or an employee of the Corporation other than the President.**

Section 7. Treasurer.

The Treasurer shall **oversee the financial affairs and records** of the Corporation **either directly or through the use of employees, agents, accountants, advisors or volunteers.** The Treasurer shall **likewise** keep or cause to be kept complete and accurate books of account of all moneys received and paid on account of the Corporation. The Treasurer shall sign such instruments as require the Treasurer's signature, and shall possess such other powers and perform such other duties as usually pertain to such office or as the Board of Directors may prescribe.

Section 7. Executive Director–removed

Brief statement of changes made for all of the Officers Section:

The Board of Directors elected to make changes to the position titles to better incorporate how the Board of Directors and the Corporation were working. The duties that the volunteer President and Vice President were tasked with were transferred to the employee President and the Board Chair and Vice Chair positions were created to manage Board operations.