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4 **EMPIRE STATE SOCIETY**
5 **SONS OF THE AMERICAN REVOLUTION**
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9 **CONSTITUTION AND BY-LAWS**

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19 **TABLE OF CONTENTS**

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21 **CONSTITUTION**

22	Article I	Name	1
23	Article II	Objective	1, 2
24	Article III	National Society	2
25	Article IV	Seal	2
26	Article V	Insignia	3
27	Article VI	Membership	3, 4
28	Article VII	Managers	4, 5
29	Article VIII	Delegates and Alternates	5
30	Article IX	Local Chapters	5
31	Article X	Discipline and Disqualification	6
32	Article XI	Funds and Financial Management	6, 7, 8
33	Article XII	Amendments	8

34

35 **BY-LAWS**

36	Section I	Admission of Members	9
37	Section II	Withdrawals from Membership	9
38	Section III	Transfer of Membership	10
39	Section IV	Fees and Dues	10, 11
40	Section V	Meetings	11, 12
41	Section VI	Nominating Committee and Nominations	12, 13
42	Section VII	Ballots	13
43	Section VIII	Voting Personally or by Mail	13
44	Section IX	Inspectors of Election	14
45	Section X	Annual Election	14
46	Section XI	Quorums	14
47	Section XII	Notices	15
48	Section XIII	President	15
49	Section XIV	Vice Presidents	15, 16
50	Section XV	Secretary	16
51	Section XVI	Treasurer	16, 17
52	Section XVII	Registrar	17
53	Section XVIII	Historian	18
54	Section XIX	Chancellor	18
55	Section XX	Chaplain	18
56	Section XXI	Standing Committee	18, 19
57	Section XXII	Executive Committee	19
58	Section XXIII	Finance Committee	19
59	Section XXIV	Membership Committee	19
60	Section XXV	Investment Committee	20
61	Section XXVI	Debts, Claims and Appropriations	20, 21
62	Section XXVII	Board of Managers	21
63	Section XXVIII	Decease of Members	21, 22
64	Section XXIX	Miscellaneous	22
65	Section XXX	Assets of Inactive Chapters	22
66	Section XXXI	Amendments	22

PREAMBLE

The Sons of the American Revolution, a patriotic Society, whose membership has always been based on lineal descent from participants in the American Revolution, was first organized in the State of California in 1875, as the Sons of Revolutionary Sires. A national Organization was formed April 30, 1889, by the union of co-equal state Societies under the name of the Sons of the American Revolution. The Society of the State of New York was organized February 11, 1890, and incorporated April 8, 1895 under the name "The Empire State Society of the Sons of the American Revolution." Now therefore, pursuant to the Laws of said State, the members of said Society do ordain and enact the following Constitution governing its organization and operations:

CONSTITUTION

Article I

NAME

1. Society shall; be known as THE EMPIRE STATE SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION.
2. The headquarters of the Society shall be in the city of Schenectady where its books and records shall be kept and where its principal business shall be transacted. the city and county of residence of its current Secretary where its books and records shall be kept and where its principal business shall be transacted.

ARTICLE II

OBJECTIVES

99 The objectives of this Society shall be:

- 100 (i) to perpetuate the memory of the men who, by their
101 services or sacrifices during the War of the American
102 Revolution, achieved the independence of the American
103 people; to promote fellowship among their descendants;
- 104 (ii) to inspire a more profound reverence for the
105 principles of the government founded by our
106 forefathers;
- 107 (iii) to acquire and preserve the
108 records of the individual services or sacrifices of
109 the patriots of that War, as well as documents, relics
110 and landmarks;
- 111 (iv) to encourage historical research in relation to the
112 American Revolution and the study of American History;
- 113 (v) to mark the scenes of the Revolution by
114 appropriate memorials;
- 115 (vi) to celebrate the anniversaries of the prominent events
116 of that War;
- 117 (vii) to locate and, where necessary,
118 mark the graves of our Patriot Ancestors;
- 119 (viii) to foster true patriotism;
- 120 (ix) to maintain and extend the institutions of American
121 freedom and to carry out the purposes expressed in the
122 Preamble to the Constitution of our Country and the
123 injunctions of Washington in his farewell address to
124 the American People.

126 ARTICLE III

127 NATIONAL SOCIETY

128
129 The Society shall form a part of the National Society of the
130 Sons of the American Revolution. It recognizes all other state

Societies of the Sons of the American Revolution as co-equal bodies and their members as compatriots, entitled to receive from this Society such information, assistance, and fraternal consideration as many best promote our common objectives and purposes.

ARTICLE IV

SEAL

The seal of the Society shall be two and three eighths inches in diameter, charged with the figure of a Minute Man grasping a musket in his right hand and depicted as a husbandman of the period of 1776 deserting plow for the service of his country. There shall be a constellation of thirteen stars about him, all encircled by a band three eighths of an inch wide within which shall appear the legend "EMPIRE STATE SOCIETY SONS OF THE AMERICAN REVOLUTION Organized February 11, 1890 Incorporated April 8, 1895"

ARTICLE V

INSIGNIA

The Insignia of the Society shall comprise (1) a Maltese cross surmounted by an eagle in gold; (2) a rosette; and (3) an enameled bar.

1. The cross shall be of silver, with four arms, covered with white enamel and eight gold points, of the same size as the Chevalier's Cross of the Legion of Honor of France, with gold medallion in the center, bearing on the obverse the bust of Washington in profile, and on the

reverse the figure of a Minute Man; surrounded by a ribbon enameled blue, with the motto *Libertas et Patria* on the obverse and the legend *Sons of the American Revolution* on the reverse, both in letters of gold. The cross shall be surmounted by an eagle in gold, and the whole decoration suspended from a ring of gold by a ribbon of deep blue with white and buff edges, and may be worn by any member of the Society on official occasions only or when representing the Society, at the left breast. The President, active or past, of a State Society or chapter thereof, may wear the official badge at the collar.

2. The rosette shall be of usual pattern, displaying the colors of the Society, blue, white and buff, and may be worn by all members at discretion in the upper left hand lapel of the coat but not an overcoat.

3. An enameled bar, in the colors of the Society, white blue and buff, may be worn on the lapel in place of the rosette.

be only those items approved for member use by the National Society.

ARTICLE VI

MEMBERSHIP

1. Any man shall be eligible for membership in the Society, who, being of the age of eighteen years or over, meeting the membership standards as defined by the National Society, is the lineal descendant of an ancestor who was loyal to and rendered actual service to the cause of American independence, either (i) as an officer, soldier, seaman, marine, militiaman or minute man in the armed

195 forces of the Continental Congress or any one of the
196 several colonies or state, or (ii) as a signer of the
197 Declaration of Independence, or (iii) as a member of a
198 Committee of Safety or Correspondence, or (iv) as a
199 member of any continental, provincial, or colonial
200 congress or legislature, or (v) as a recognized patriot
201 who performed actual services by overt acts of resistance
202 to the authority of Great Britain.

203
204 2. No person advocating the use of physical violence,
205 overtly or covertly,
206 against the citizens of the United States, their property,
207 institutions or government overthrow of the Government of the
208 United States by use of force or violence shall be eligible for
209 membership in the Society.

210
211 ARTICLE VII

212 MANAGERS, BOARDS AND EXECUTIVE OFFICERS

213
214 1. The affairs of the Society shall be governed by a Board of
215 Managers (as defined below) elected by the membership of the
216 Society. It shall consist of the following:

217 (a) the Board shall consist of six (6) Compatriots from
218 each Society Region. Twelve
219 (12) other Compatriots will be elected to serve as a
220 President, one Vice President from each Society Region, a
221 Recording Secretary, a Corresponding Secretary and Database
222 Manager, a Treasurer, a Chancellor, a Historian, a
223 Registrar, and a Chaplain of the Society. The Board of
224 Managers and all officers shall be elected by secret
225 ballot, the results of which will be reported at the annual
226 meeting;

227 (b) the President of each active chapter during his term as
228 President of the chapter;

229 (c) past Presidents of the Society who are members of the
230 Empire State Society;

231 (d) the National Trustee and the Alternate Trustee from the
232 Society during their term of office; and

233 (e) the Vice President General of the North Atlantic
234 District during his term of office when such officer is a
235 member of the Empire State Society and is not otherwise a
236 member of the Board of Managers.

237
238 2. The officers and managers provided for in Section 1(a) of
239 this article shall be elected for one year. They shall hold
240 office for one year only. If any or all officers are not
241 replaced for whatever reason, the Board of Managers will appoint
242 a Compatriot to serve pro tempore until successors are elected
243 and have accepted.

244
245 3. If a Compatriot is unable to complete his term of office for
246 whatever reason, such vacancies shall be filled by the Board of
247 Managers for the unexpired term.

248
249 4. A person shall not be eligible to serve as President, or as a
250 Vice President, if at the time of his election to that office he
251 shall have completed less than two one (1) full terms as an
252 elected member of the Board of Managers, in accordance with
253 section 1(a) of this Article VII.

254
255 5. No Society officer shall hold office for more than two (2)
256 consecutive terms. No Society Board member shall hold office for
257 more than four (4) consecutive terms.

259 6. Any Manager of the Society, including past Presidents of the
260 Society, who shall be absent from ~~five~~ ~~three~~ (3) consecutive
261 meetings of the Board of Managers, shall ipso facto vacate his
262 office unless such absence shall be excused by the Board of
263 Managers for some bona fide and reasonable excuse.

264
265 7. Any member of the Society may attend and provide input at any
266 meeting of the Board of Managers or of the Executive Board,
267 except in such circumstances where the Board meets in executive
268 session to discuss personnel matters.

269
270 8. At any meeting of the Board of Managers or of any of its
271 committees, any member may demand a roll-call vote if such a
272 motion is acceptable to twenty (20) percent of those members
273 present. The Recording Secretary will record and report such
274 votes by name in the minutes of said meeting.

275
276 ARTICLE VIII

277 DELEGATES AND ALTERNATES

278
279 The Board of Managers, or the Secretary if so directed by the
280 Board of Managers, shall determine and appoint the Delegates and
281 Alternates to the Congress of the National Society to which the
282 Empire State Society may be entitled with approval of the
283 National Society.

284
285 ARTICLE IX

286 LOCAL CHAPTERS

287
288 1. A charter for a local chapter may be granted by the Board
289 of Managers to fifteen (15) or more members of the Society
290 (or, by approval of the Board of Managers, a lesser

291 number), residing in the same city or county or counties
292 contiguous to a primary county upon written petition
293 stating the proposed name, the city and county or counties
294 in which it is to be located, and the names of the proposed
295 members. Such chapter may adopt a Constitution and By-Laws
296 not inconsistent with those of this Society or the National
297 Society.

298
299 2. No person shall be admitted to membership in a Chapter
300 unless he be a member in good standing of this Society, and
301 all members of this Society shall be eligible for
302 membership in a Chapter but any member who shall in any
303 manner lose his membership in the Society shall thereupon
304 cease to be a chapter member.

305
306 3. Membership in a Chapter shall not in any way change the
307 relation nor impair the obligations of its members to this
308 Society.

309
310 4. Upon election of its officers, each local chapter shall
311 report the same to the Corresponding Secretary of this
312 Society. In turn, that Secretary or other designated
313 official shall promptly report such changes to the National
314 Society.

315 316 ARTICLE X

317 DISCIPLINE AND DISQUALIFICATION

318
319 1. A member may be expelled by the Board of Managers by a two
320 thirds vote of those present at a regular or duly called
321 meeting of the Board at which a quorum is present, after due
322 notice and reasonable opportunity to be heard if he shall have

323 been convicted of or pled guilty to a felony as defined by the
324 laws of the State of New York or the laws of the United States
325 government, if he shall have been guilty of misconduct
326 unbecoming a gentleman or prejudicial to the interests of the
327 Society, or of abuse of power. For those offenses and for any
328 lesser offenses he may also be censured or suspended from
329 membership by the Board.

330
331 2. In like manner, a membership shall be terminated upon
332 determination by the Board that the member was not eligible at
333 the time of his election.

334
335 3. A membership shall also be terminated for failure to pay the
336 annual dues as prescribed from time to time by the Board of
337 Managers.

338
339 4. A member in arrears for dues cannot vote or hold office in the
340 Society.

341
342 5. Any member subject to this provision shall have the right to
343 be represented by counsel and he shall have the right to
344 cross-examine his accuser or any witness testifying against
345 him. Due notice shall be construed as notice sent by certified
346 mail, return receipt requested, to the last address on file
347 with the Secretary at least ten days prior to the appearance
348 date specified in the summons.

349 350 ARTICLE XI

351 FUNDS AND FINANCIAL MANAGEMENT

352 All monies of the Society shall be held in three funds, viz.,
353 General Fund, Permanent Fund and Dues Fund. and Library

354 Renovation and Maintenance Fund.

355
356 1. The General Fund shall consist of all monies received from
357 the current income of the Society, and such monies as may
358 from time to time be voted to this Fund by the Board of
359 Managers. Expenses of the Society shall be paid from this
360 Fund. The income from the Permanent Fund may be placed in
361 the General Fund and made available for the general
362 purposes of the Society. The General Fund shall be under
363 the direction of the Board of Managers.

364
365 2. The Permanent Fund shall consist of all present monies of
366 the Society, exclusive of those monies now held in the
367 General Fund, together with all stocks, bonds, or other
368 evidence of indebtedness, now held in the name of the
369 Society. There shall be added to such fund monies received
370 by the Society from gifts, testamentary bequests or other
371 sources in such amounts as may be determined by the Board
372 of Managers. The Board of Managers shall have authority to
373 transfer monies to this fund from the General Fund
374 whenever, in the exercise of a reasonable discretion, the
375 Board determines that such monies will not be needed by the
376 Society to meet any foreseeable expenses for the current
377 fiscal year. All monies earned by this fund shall remain in
378 this fund except as hereinafter provided in this section.
379 This fund shall be invested and reinvested with the
380 approval of the Board of Managers and in accordance with
381 the laws of the State relating to the investment of trust
382 funds. The securities or other evidences of indebtedness
383 held in this fund shall be kept in a safe deposit box to
384 which access shall be had only by the joint authorization
385 of two Officers or by any Officer or past President, as may

386 be designated by the Board of Managers. The whole or any
387 portion of this fund, under the direction of the Board of
388 Managers may be used for furnishing the Society's
389 headquarters or for any other purposes germane to the
390 general objectives of the Society, if so authorized by a
391 three-fourths vote of the members voting at the annual
392 meeting of the Society, or at a special meeting called for
393 that purpose, provided that written notice stating that
394 such expenditure is to be considered to be given to all
395 members at least fifteen days prior to the meeting.

396 3. The Dues Fund shall be used for the deposit of all dues
397 from the local chapters and the members-at-large. It shall
398 be the obligation of the Treasurer to maintain a balance in
399 this fund at least sufficient to pay the amount due to the
400 National Society. Prior to April 1 of each year, the
401 Treasurer shall transfer a sufficient amount from the
402 General Fund to the Dues Fund to meet the obligations of
403 the Society to the National Society to pay the dues of the
404 life members. Any surplus of the dues, actual or
405 forecasted, may be transferred to the General Fund.

406 4. The library and maintenance fund shall consist of monies
407 specifically allocated for this purpose by gifts and
408 bequests or by vote of the Board of Managers. It shall be
409 used to add to the State Society's basic reference and
410 documentary data file. As the need may arise, this fund may
411 be used for repair, rebinding and housing basic documents
412 and data in suitable filing and shelving facilities, The
413 fund shall be administered by the Chairman of the Library
414 Committee under the supervision of the Board of Managers,
415 to whom he shall report concerning his stewardship at their
416 September and February meetings.

417 5. The goals of the Society's financial management shall be:

i. To assure financial integrity

ii. The augmentation of the Society's ability to fulfill the objectives for which it was founded.

ARTICLE XII

AMENDMENTS

1. The Constitution may be altered or amended by a two-thirds vote of those voting in person or by mail as reported at an Annual Meeting or at a special meeting of the Society called for that purpose PROVIDED that such amendment shall have been proposed at a regular or special meeting of the Society at least thirty (30) days prior thereto, or by resolution duly adopted at a meeting of the Board of Managers, and a notice setting forth such proposed amendment shall have been mailed to each member of the Society at least fifteen (15) days before the meeting of the Society at which such amendment is to be voted upon.

2. Distribution of the proposed amendments may be done electronically via e-mail PROVIDED that all members to whom an electronic version is to be sent are notified of that fact by e-mail AS WELL AS by a post card delivered by mail at least seven (7) days prior to the e-mail transmission.

439
440 ***By-Laws***

441
442
443 SECTION I

444 ADMISSION OF MEMBERS

445
446 1. An applicant for membership must be recommended by at
447 least two members and must make his application in duplicate;
448 the first copy must be upon the form approved by the National
449 Society, the second being a photocopy of the original. No
450 application will be considered unless accompanied by a
451 remittance covering the initiation application fee.

452 2. The application must state the residence and set out the
453 ancestry back to the ancestor on whose service the application
454 is based and shall also state the qualifying service of that
455 ancestor. The applicant shall also furnish any further
456 information he may desire or that may be required.

457 3. The Registrar, upon receipt of the application, shall
458 investigate the application and report to the Board of Managers
459 at its next meeting his recommendations of acceptance or
460 rejection.

461 4. Whenever In most cases when an applicant for membership
462 in the Society is a lineal descendant of a present or former
463 member of the National Society, it shall only be necessary for
464 the applicant to establish his descent from such present or
465 former member and furnish his National and State numbers,
466 provided that proofs satisfactory to the State Society Registrar
467 or to the National Society Registrar-General are in their files
468 to establish the line of descent from the Revolutionary War
469 ancestor to the present or former member. If the applicant is
470 seeking admission on the basis of an application accepted, by

another State Society, a photocopy of such accepted application must also be furnished to the State Registrar.

5. From time to time, and on recommendation of any one of its constituent Chapters or its Society officers, the Board of Managers may approve Honorary or Associate memberships in the Empire State Society. Such memberships are reserved for men eighteen years of age or older desirous of being members of the Society and supportive of its goals, but who do not have, or who have not yet proved lineage to a Revolutionary War ancestor. Such memberships involve no affiliation with the National Society. Candidates will be American citizens who are nominated and seconded by two Compatriots in good standing. Such members would be invited to participate on Society committees, but may not chair a committee or hold state office or membership on the Board of Managers. They may not wear insignia designated by the National Society for use by SAR members, but may receive awards and wear medals that the State Society presents from time to time to the general public. They will pay such dues as are currently in effect to the State Society and Chapter with which they are affiliated.

SECTION II

WITHDRAWALS FROM MEMBERSHIP

Anyone not indebted to the Society may withdraw temporarily from membership. Such withdrawal shall be in writing and addressed to the Society.

SECTION III

TRANSFER OF MEMBERSHIP

A member in good standing, upon his written application and by order of the Board of Managers, may demit in order to

transfer to another State Society of his choice; provided that his membership shall continue in this Society for the balance of the fiscal year unless he shall have been sooner elected to such other State Society.

SECTION IV

FEEES AND DUES

1. The initiation application fee payable by the Chapters or members-at-large to the Empire State Society shall be one hundred and five dollars, of which amount eighty-five dollars shall be transmitted to the National Society. The annual dues payable by Chapters to the Empire State Society for each member shall be thirty-five dollars, of which amount twenty-five dollars shall be payable to National Society for its dues. The annual dues payable by each member-at-large to the Empire State Society shall be thirty-seven dollars of which amount twenty-five dollars shall be payable to the National Society for its dues. The fee for supplemental applications payable by Chapters or members-at-large shall be fifty dollars, of which amount forty dollars shall be transmitted to the National Society. Any changes after the effective date of this paragraph in the initiation fee, the annual dues, or in the fee for supplemental applications which are adopted from time to time by the National Society shall be incorporated into this paragraph as of the date they became effective by the action of the National Society without the necessity of a formal amendment hereto or any approval thereof by the Board of Managers.

2. The annual dues shall be payable in advance on the first day of January of each year. A newly elected member shall pay half of the annual dues in the event his application is accepted between January 1st and June 30th of the calendar year. Members admitted July 1st or later in the calendar year shall be

535 required to pay a full year's dues at the time of admission and
536 such payment will cover the dues required for the full
537 succeeding year.

538 3. Members admitted by transfer from any other state
539 society of the Sons of the American Revolution to which they
540 have paid an initiation application fee, or from a Society of
541 the Children of the American Revolution, or members under
542 twenty-five years of age who are descendants of members of the
543 Sons of the American Revolution, Sons of the Revolution, or
544 Daughters of the American Revolution, provided that in each case
545 they use the same line age which their member ancestor used for
546 admission, shall be exempt from payment of an initiation fee.
547 However, the Chapters will pay to the Empire State Society for
548 each such member a membership certificate fee as determined by
549 the National Society.

550 4. A member who has been dropped for non-payment of dues
551 may be reinstated by the Board of Managers upon payment by his
552 Chapter or by himself if a member-at-large, to the Empire State
553 Society of his dues for the current year.

554 5. The dues of any member belonging to the Regular regular,
555 reserve or National Guard of the Army or Navy, Marine Corps, or
556 Air Force, the Merchant Marine or Public Health Service of the
557 United States while engaged in active military service of the
558 United States, shall, upon request, be remitted for the year or
559 part thereof during which such service is performed.

560 6. Any Compatriot who has paid dues to the Society for
561 twenty-five years or more may apply to the Board of Managers to
562 be relieved from further payment thereof on the grounds of his
563 inability to pay further dues. The Board of Managers shall have
564 the power to grant such requests in whole or in part.

565
566 SECTION V

567 MEETINGS

568 1. The Annual Meeting of the Society shall be held in May
569 of each year at which meeting there shall be elected the
570 Officers and Managers required by Article VII, Section 1 (a) of
571 the Constitution. At least fifteen (15) days written notice of
572 the date and place of the Annual Meeting shall be mailed to all
573 members of the Society.

574 2. Notice of the Annual Meeting shall contain an agenda to
575 be prepared by the President with the assistance of the
576 Secretary and the Chairman of the Board of Managers. Any
577 resolution introduced at the Annual Meeting that is not on the
578 agenda or that may not be construed as part of the agenda or
579 election may be discussed, but shall not be acted upon until the
580 next meeting of the Board of Managers unless approved or
581 disapproved by a three-quarters vote of the members present.

582 3. A Special meeting of the Society may be called by the
583 Board of Managers and shall be called by a request signed by at
584 least five percent of the membership stating the purpose
585 thereof, addressed to the Board and delivered to the Secretary
586 personally or by mail. The Secretary shall give at least fifteen
587 (15) days' written notice of such meeting to each member of the
588 Society, stating the purpose for which it is called. No other
589 business shall be transacted thereat.

590 4. The Board of Managers shall hold at least four (4)
591 regular meetings each year, in the months of March, May,
592 September and November and at such other times as the Board
593 shall decide. The meetings of March and September shall be
594 Regional meetings held in each of the Society's designated
595 Regions and will be chaired by the Vice-President of each
596 Region. The general meeting in November and the annual meeting
597 in May will be included as two of the four meetings. Reports of
598 the Regional meetings of March and September will be reported to

the Society meetings of May and November. Fifteen (15) days prior notice to its members are required for all Society meetings. The notice will include the agenda and all appropriate reading materials, minutes of the immediately preceding meeting and preliminary financial and other reports as appropriate.

5. The date, hour and place of all of the aforesaid meetings shall be fixed by the Board of Managers. Whenever possible, the third Saturday of the month in question shall be the date.

6. The President of the Society may call a special meeting of the Board of Managers at any time upon five (5) days written notice. A special meeting of the Board shall also be called by the President whenever he shall have received written request for such meeting signed by at least ten (10) members of the Board, stating the purpose thereof. Such meeting shall take place within twenty (20) days after the President shall have received such request and at least ten (10) days notice of such meeting shall be given by mail to all Board members, which notice shall contain the date, hour and place as fixed by the President as well as the business to be transacted at such special meeting. No other business shall be transacted thereat.

7. Meetings other than the annual meeting may be conducted at a fixed time and place, but may also involve teleconferencing or videoconferencing among multiple sites. Such practices must be announced in advance to those attending. The presiding officer of such meetings must designate a Compatriot in good standing in the Society to serve as a sergeant-at-arms for each remote site to administer the meeting and to verify the membership status of all participants.

SECTION VI

NOMINATING COMMITTEE AND NOMINATIONS

631
632 1. The President, with the approval of the Board of Managers, at
633 the regular meeting of the Board of Managers in November of each
634 year, shall appoint a Nominating Committee including the
635 Chairman. The Committee shall consist of two Past Presidents and
636 three other members of the Board of Managers who are not Past
637 Presidents, giving give due recognition to representation by
638 regions. Preferably, the Committee shall nominate two candidates
639 for each office to be voted on prior to and appointed at the
640 Annual Meeting. The Nominating Committee shall report such
641 nominations to the March meeting of the Board. The Board may
642 accept or reject any nominations made by this committee and
643 shall substitute its own nominations in place of those rejected.
644 The Nominating Committee will seek out encourage and recruit
645 ideally two candidates for each elected office. The candidates
646 should represent geographic, specialty interest, age and career
647 diversity across the Society.

648
649 2. The Board of Managers and sitting officers may **not** recommend
650 a slate of officers for state office, nor so indicate any
651 preferences among the candidates on the ballot. No member of the
652 Board of Managers who participates on the nominating committee
653 may be nominated or allow others to nominate them or
654 subsequently petition to run for an Officer's position in that
655 election cycle.

656
657 3. Other nominations for any office may be made in writing
658 addressed to the Secretary signed by at least twenty-five (25)
659 members of the Society in good standing, provided that any such
660 nominations to be included on the ballot must be received by the
661 Secretary at least thirty days prior to the Annual Meeting. All

written nominations shall, upon request be made available for inspection by any member.

4. The Board of Managers will establish procedures for the ballots to be completed, submitted to and tallied by an independent third party. Such procedures shall follow Federal and state law applicable to non-profit and other member organizations, and of the American Arbitration Association (AAA) except where the AAA rules conflict with federal or state law. All ballots submitted shall be inserted and sealed into a plain envelope marked only with the words "SECRET BALLOT," then inserted into a second envelope, sealed, and with its flap signed by the voting member, then submitted to a third party for tallying.

5. To avoid confusion and the resulting disallowance of ballots during the tallying, no ballot will have a "Vote for All Candidates Listed Below" option. Each member must mark his choice for each office.

SECTION VII

BALLOTS

1. The Board of Managers shall have the right and duty to determine the format of the ballot and its content, as outlined above, and in consonance with current public law and best practices. But the content of the ballot for any election shall be determined by the President, with the assistance of the Executive Committee and the Secretary.

2. The Secretary, at least fifteen (15) days before the Annual Meeting, shall mail, by first class mail, to each member of the Society a printed ballot for all offices to be filled.

693 3. Any member may write in a vote for any other member for
694 any office although such other member was not nominated.

695
696 SECTION VIII

697 VOTING PERSONALLY OR BY MAIL

698 1. Members may shall vote for officers and managers to be
699 elected at the Annual Meeting either only by casting their
700 ballot personally as prescribed in Section X of these by-laws or
701 by mail in accordance with instructions on or with said ballot.

702 2. Any other resolution or questions to be voted on at the
703 Annual Meeting shall be determined by the vote of those members
704 present thereat.

705
706 SECTION IX

707 INSPECTORS OF ELECTION

708 Prior to the Annual Meeting, the Chancellor shall appoint
709 two Assistant Inspectors of Election. Failure of an Inspector to
710 attend at the opening of the polls shall make his place vacant.
711 Such vacancies shall be filled by the Chancellor, and in case
712 none attend, other Inspectors shall be appointed by the
713 Chancellor or the senior officer present at the meeting.

714
715 SECTION X IX

716 ANNUAL ELECTION

717 1. The polls for the annual election shall be opened by the
718 President at the opening of the meeting and remain open for one
719 hour thereafter, and until all persons present, entitled and
720 desiring to vote, shall have had opportunity to do so. On the
721 closing of the polls, the Inspectors of Election shall canvass
722 the votes cast and without delay certify to the presiding
723 officer, over their signatures, the result and declare elected
724 the persons receiving a majority of votes. The tally of the

election, having been completed and results certified, will be submitted to the Chancellor who will announce the newly elected officers, Board Members and the results of any issues otherwise addressed by the vote.

2. The newly elected officers and members of the Board of Managers shall not hold office until duly sworn in.

3. If for any office no person shall receive a majority of the total number of votes cast, another ballot may be taken for that office at the same meeting or at a special meeting called for that purpose as the Society may determine.

SECTION XI X

QUORUMS

1. Twenty-one five members of the Society shall constitute a quorum at its annual meeting or any special meeting of the Society.

2. Nine members of the Board of Managers shall constitute a quorum for the Board of Managers meetings.

3. Each committee may, by a majority vote, determine a quorum thereof.

SECTION XII XI

NOTICES

Every member shall, in writing, specify to the Secretary all changes of his address from that specified in his application; and service by mail of any notice required by the Constitution or By-Laws, or by the Society or by the Board of Managers, addressed to his last address, as so specified, shall be sufficient service of such notice. Where a member has electronic mail (e-mail) service, notice by such e-mail shall fulfill the requirement of this Section except that if the transmission of the notification is returned for a faulty,

unknown or inaccessible address, then a conventionally mailed notice to the last known address is required.

SECTION XIII XII

PRESIDENT

The President shall be the chief executive officer of the Society and shall preside at all meetings of the Society and of the Board of Managers and exercise the usual functions of a presiding officer. He shall be the executive head of the Society. He shall be ex-officio a member of all committees except the Nominating Committee.

SECTION XIV XIII

VICE-PRESIDENTS

1. The Vice-Presidents shall assist the President in the discharge of his duties. In the absence of the President from any meeting, the members of the Board of Managers present at such meeting shall designate a Vice-President to preside and to perform the other duties of the President.

2. If at any time the President is unable, through absence, illness or otherwise, to act as such, or should the office become vacant, the Board of Managers shall designate the Vice-President who shall act as the President until the President resumes his duties or the vacancy is filled. Until the Board acts, the Regional Vice-President from the region in which the President resides, shall assume the duties of the President and so shall act until the next meeting of the Board of Managers.

3. Each Vice-President shall represent four different regions of New York State as follows: Capital, Metropolitan, Central and Western. The limits of each of these regions shall be defined from time to time by the Board of Managers but shall be representative of the general areas herein described.

789 4. It shall be the duty of the Vice-President within each
790 region to work closely with existing Chapters in his area, to
791 plan expansion through new Chapters in that area, and to report
792 to the President and to the Board of Managers with respect to
793 his region.

794 5. It shall be the duty of the Vice-President within each
795 region to advertise and convene regional meetings for his region
796 in the months of September and March and he will report on those
797 meetings at the general meetings of the ESSSAR held in November
798 and May.

800 SECTION XV XIV

801 RECORDING SECRETARY

802 1. The Secretary, together with the Treasurer and a member
803 of the Board of Managers appointed by the Board, shall
804 constitute a Headquarters Committee which shall have charge of
805 and manage the Society's office and be responsible for the
806 conduct thereof, subject to the direction of the Board of
807 Managers and to the approval of the Board of Managers of any
808 capitol expenditures.

809 2. He 1. The Recording Secretary shall keep the minutes and
810 records and conduct the general correspondence of the Society
811 and of the Board of Managers.

812 3. He shall with the President or a Vice-President sign all
813 contracts and obligations of the Society when so authorized by
814 the Board of Managers or by the Society.

815 4. He shall notify all members and officers of their
816 election and issue notices for all meetings of the Society and
817 the Board of Managers at least fourteen (14) days before said
818 meetings, along with any relevant informational documents
819 pertinent to the meeting and its agenda.

820 5. He shall have the custody of the seal and perform the
821 usual duties of the office and may be paid a salary, or
822 expenses, in such amount as the Board of Managers may determine.
823

824 SECTION XV

825 CORRESPONDING SECRETARY AND DATABASE MANAGER 826

827 1. The Corresponding Secretary shall maintain the roster of
828 members in electronic data base form and shall conduct all
829 correspondence regarding membership data concerns.

830 2. He shall be responsible for generating the annual dues
831 statements and mailing labels for correspondence with the
832 Society's members, and corresponding with the National Society
833 and chapters regarding changes in member status, and
834 incorporating approved members into the State Society's records.

835 3. In order to protect the Society's membership database
836 records from fire or computer failure, the Corresponding
837 Secretary and Database Manager will, on a monthly basis or more
838 frequently as need requires, supply the Recording Secretary, the
839 Treasurer and the Chancellor with complete back-up copies of all
840 of the Society's membership database records.

841 4. He shall prepare of those members who have died in the
842 past year to be presented at the Annual Meeting.

843 5. The Corresponding Secretary does not have nor may he be
844 granted permission to give, sell, or otherwise distribute the
845 Society's membership list or other data to any person or
846 organization outside the Society.
847

848 SECTION XVI

849 TREASURER

850 1. The Treasurer shall collect all fees, dues and other
851 funds of the Society, deposit the same weekly in the name of the

Society in one or more banks approved by the Board of Managers, and withdraw the same only by check. Transfers and investment authorization shall be signed by the any two of the following officers: the Treasurer, or Assistant Treasurer and the President or any of the four Vice-Presidents. Cash management transfers between the Society's checking, money market, and capital accounts may be affected by the Treasurer alone, provided that there is no net depletion of funds. The Treasurer shall furnish from time to time such information relative to the funds of the Society, as either the Society or the Board of Managers shall require.

2. The Treasurer shall submit for the Board of Managers' approval a periodic, but not less than bi-monthly, financial report at the two state-wide meetings of the Society that shall include, but not necessarily limited to a report of the revenues and expenditures against the annual budget, a balance sheet indicating changes in the society's net worth, and a summary of its investment portfolio and significant changes from the previous report. At the Annual Meeting, he shall submit a summary financial report for the completed fiscal year.

3. He shall prepare an annual budget of receipts and disbursements for approval by the Board of Managers at their November meeting. In the budget's preparation, he shall seek and consider the views of the Finance Committee, the President, and inputs from all members who have spending requirements for the coming budget year.

4. He shall give such security for the faithful performance of his duties as the Society or the Board of Managers may require.

SECTION XVII

REGISTRAR

884 1. The Registrar shall investigate the proofs of all
885 applicants for membership, require further proofs if necessary,
886 and when satisfied, approve and report his recommendations for
887 acceptance to the Board of Managers forward the applications to
888 the Corresponding Secretary for signing and submission to the
889 National Society. The Registrar shall consult with the Board of
890 Managers on those problem applications which he may receive and
891 deem necessary for joint study and review.

892 2. The Registrar shall send to the National Society the
893 applications which have been approved by the Board of Managers
894 together with all supporting documentation. He shall file or
895 bind in numerical or alphabetical order copies of those
896 membership applications approved by the National Society and
897 make copies of all proofs upon which such membership shall have
898 been granted for inclusion with the accepted applications.

899 3. He shall report at each annual meeting a summary of
900 applications submitted for the year.

901 4. He shall have custody of all genealogical papers of the
902 Society, and shall at each annual meeting submit a necrological
903 list for the year.

904 5. Under direction of the Society or the Board of Managers
905 he shall make or cause to be made for the files of his office,
906 copies of such papers and documents as cannot be left
907 permanently in the keeping of the Society.

908 6. He shall perform such other duties as may be directed by
909 the Society or the Board of Managers, and may be paid such
910 compensation as the Board of Managers may determine.

911 7. Candidates for this office will be sought among
912 certified genealogists, or those with a working professional
913 interest in that field.

914 8. Neither the Registrar nor his counterparts at the
915 chapter level may charge any fee for preparing or editing any

membership application other than the out-of-pocket costs of obtaining any records or documentation that may be needed.

SECTION XVIII

HISTORIAN

1. The Historian shall collect such historical data as may be brought to his attention concerning battles and incidents of the War of the American Revolution and events leading up to that war, with particular references to occurrences within the confines of the State of New York.

2. He shall edit and prepare for publication such historical addresses, essays, papers and other documents as the Society or its Board of Managers may require.

3. He shall keep a record of all celebrations of the Society and transmit an account of the same to the Society's magazine for publication.

SECTION XIX

CHANCELLOR

1. The Chancellor shall be an attorney-at-law and a member in good standing of the New York Bar. It shall be his duty to give opinions on legal matters affecting the Society when such questions are referred to him by proper officers.

2. All contracts and agreements imposing a financial or contractual obligation on the Society shall be submitted to the Chancellor for his approval prior to the execution of such documents on behalf of the Society.

SECTION XX

CHAPLAIN

The Chaplain may be a regularly ordained minister of any Christian or Jewish denomination present and commonly practiced in the American colonies and states between 1750 and 1800. He shall perform such duties as ordinarily appertain to this office.

SECTION XXI

STANDING COMMITTEES

1. At the Annual Meeting in each year, or immediately thereafter, the President, with the advice and consent of the Board of Managers, shall appoint the following committees for the ensuing year:

- Executive
- Audit
- Membership
- Oration
- Awards
- Publicity and Publications
- Investment and Finance
- Library
- Development
- Youth (Eagle Scout, Knight Essay, ROTC and Rumbaugh Oration)
- Other Committees as approved by the Board of Managers

2. The chairman, membership and numbers of these committees shall be left to the judgment of the President. At the annual meeting or within two (2) weeks thereafter, the Chairman of the Board of Managers shall appoint audit, awards, membership, policy and electoral oversight committees.

3. At the annual meeting or within two (2) weeks thereafter, the Chairman of the Board of Managers shall appoint the Chancellor or other duly recognized member of the New York State Bar to Chair the Constitutional Oversight and Revision Committee to be assisted by least one member from each of the Society's vice-presidential regions. This committee shall always consist of an odd number of members who are charged with reviewing the Society's Constitution and By-laws each year and reporting to the Society's November meeting any changes or revisions necessary for approval by the Board for presenting to the general membership during the next year's election.

4. The President, with the advice and consent of the Chairman of the Board of Managers, may also appoint such other Special Committees, at any time, as he may deem necessary or advisable, and define their respective duties. Special Committees may be appointed to served for one year at time and must be renewed annually if needed; otherwise, they cease to exist.

SECTION XXII

EXECUTIVE COMMITTEE

The Executive Committee shall assist and advise the President on Society business that must be dealt with between the meetings of the Board of Managers. It shall consist of at least six members, viz., the Treasurer, the Recording Secretary, the Chancellor, and the Vice-Presidents from each area. The Committee will report to the Board of Managers at their regular and yearly meetings.

SECTION XXIII

AUDIT AND FINANCE COMMITTEE

1008 The Finance Audit Committee shall be established by the
1009 Board of Managers and shall examine, audit review and report
1010 upon the reports of the Treasurer and also all claims and
1011 accounts against the Society, before they shall be presented to
1012 the Society or to the Board of Managers. The Finance Committee
1013 shall report from time to time to the Society and to the Board
1014 of Managers semi-annually, and whenever it shall be directed by
1015 the President or the Society or the Board of Managers. The
1016 Treasurer shall furnish it with such information as it shall
1017 desire. The Treasurer shall not be a member of the Finance Audit
1018 Committee, but shall attend the meetings of the same when
1019 invited to do so. No member of the Audit Committee may hold
1020 office or serve on any other committee in the Society.

1021
1022 SECTION XXIV

1023 MEMBERSHIP COMMITTEE

1024 The Membership Committee of the Board of Managers shall actively
1025 engage in the promotion and recruitment of properly qualified
1026 new hereditary members for the Empire State Society of the Sons
1027 of the American Revolution. This Committee shall aid the Chapter
1028 Membership Committee of each Chapter in recruiting new members.
1029 In addition, it shall be responsible for the final approval of
1030 all the Empire State Society's honorary and associate members.

1031
1032 SECTION XXV

1033 AWARDS COMMITTEE

1034
1035 1. The Awards Committee reports to the Board of Managers.
1036 It shall consist of one and only one member of that Board
1037 serving in an ex officio capacity to provide guidance and
1038 insights on the Society's policies, objectives and charitable
1039 goals to the members of that Committee. Neither this member nor

any other member of the Society may deliberate with or vote upon various awards and grants to be made by this Society. The Committee will consist of three members, of whom none may be a Society member. Similarly, none may be in the family of any present Society member. The Committee will receive all recommendations and nominations from the various standing and special committees of the State Society as to any awards of monetary value, such as the Eagle Scout, Knight Essay, Rumbaugh Oration, ROTC, battlefield brochures, and grant and funding requests from other qualified charities, and make the final decision thereon. The recommendation of the ESSSAR committee must include the nominee's name, documentation supporting that nomination, and the proposed amount of the award. The amount of the award may not be raised by the Awards Committee, but may be lowered, and its decision may not be overridden by any Board, Committee of the Society nor by the Society as a whole.

2. The Board of Managers may, from time to time temporarily modify paragraph 1, above, in light of changes to public law, regulation and administrative rulings until such time as the membership of the Society may make appropriate amendments to this section.

SECTION XXV XXVI

INVESTMENT AND FINANCE COMMITTEE

1. The Investment Committee shall consist of the President, a Vice-President, the Secretary, and Treasurer of the Society as ex officio members, and one three additional qualified members from the Board of Managers.

2. The Investment Committee under the direction and control of the Board of Managers shall have charge of the investment of investing the funds of the Society. It shall also examine into the financial condition of the Society and suggest ways and

means of increasing its revenue consistent with limitations of the risk involved. The Committee should act in a fiduciary capacity and exercise prudent business judgment. It shall also assist and provide input to the Treasurer in preparing the annual budget and tracking performance against it.

SECTION XXVI XXVII
DEVELOPMENT COMMITTEE

The Development Committee, under the direction of the President and Board of Managers, is responsible for soliciting and securing grants, donations, matching funds and bequests from individuals, foundations, and other not-for-profit organizations.

SECTION XXVII XXVIII

DEBTS, CLAIMS AND APPROPRIATIONS

1. No debt shall be incurred save only by the authority of the Society or the Board of Managers, and then only when there shall be money in the Treasury to pay the same; and every bill or claim for money before action thereon, shall, as to the correctness thereof and the Tightness of the charge, be certified by the officer or other person who shall have ordered the same.

2. At the meeting of the Board of Managers in November, it shall consider and approve the annual financial plan and budget for the fiscal year beginning in April January as submitted by the Treasurer with such changes as the Board of Managers shall deem best in the interest of the Society. The Board of Managers shall than appropriate monies for expenditure in accordance therewith, and no other monies than those appropriated shall be paid out during the year, except as shall be further

1104 appropriated by a two-thirds vote of the members present and
1105 voting at a meeting of the Board of Managers.

1106 3. The Board of Managers shall not authorize any
1107 expenditure of Society funds in excess of twenty-five hundred
1108 (\$2,500) dollars, unless such expenditures be approved by a two-
1109 thirds vote of the Board members attending a regular or special
1110 meeting of the Board of Managers and then said Resolution shall
1111 be resubmitted at the next Regular or Special Board of Managers
1112 meeting for approval by a majority of the Board members
1113 attending; provided that at least seven (7) calendar days elapse
1114 between meetings. Officers The Society shall not have any right
1115 to lend money to any Chapter.

1116 4. All legitimate and valid claims for expenses authorized
1117 by the Society or its Boards must be presented for payment not
1118 later than three (3) months after the close of each fiscal year,
1119 or before the closing of the books for that fiscal year,
1120 whichever comes first.

1121
1122 SECTION XXVIII XXIX
1123 BOARD OF MANAGERS

1124 1. The Board of Managers shall superintend the interests
1125 and affairs of the Society within the limitations of the
1126 Constitution and By-Laws. It shall be subject to the direction
1127 of the Society.

1128 2. It shall recommend plans to the Society for promoting
1129 its purposes.

1130 3. It may require the attendance at any of its meetings of
1131 any member of the Society, or any officer or committee, for
1132 consultation and advice, or other purpose, and shall enforce
1133 obedience to the Constitution and By-Laws of the Society.

1134 4. The Board of Managers shall meet in the months of March,
1135 May, September, and November at such times as it shall fix and
1136 also on the call of the President.

1137 5. The Board of Managers may at any time appoint such
1138 Assistants to any of the officers elected under Article VII,
1139 Section 1(a) of the Constitution, as it may deem proper, and fix
1140 their respective terms, titles, duties, and compensation.

1141 6. The Board of Managers shall judge the qualifications of
1142 applicants for membership and shall have power to accept or
1143 reject any application.

1144
1145 SECTION XXVIII XXX
1146 DECEASE OF MEMBERS

1147 1. Upon the decease of any member notice thereof, and of
1148 the time and place of the funeral, shall, if practical, be given
1149 by the Registrar by publication in one or more prominent
1150 newspapers.

1151 1. Any member having knowledge of the decease of another
1152 member shall promptly notify the Registrar Corresponding
1153 Secretary, Chaplain and Newsletter Editor thereof and furnish
1154 such information as shall be needed for publication. Notice of
1155 the decease of a member shall be communicated to the National
1156 Society immediately and to the Empire State Society at at the
1157 next succeeding meeting.

1158 2. The Newsletter Editor shall publish an annual necrology
1159 in the issue of *The Empire Patriot* following the annual meeting.

1160
1161 SECTION XXX XXXI
1162 ASSETS OF INACTIVE CHAPTERS

1163 The funds or assets of any Chapter which that becomes
1164 inactive for a two year period shall automatically revert and

inure to the benefit of the Empire State Society. This provision shall apply both prospectively and retroactively.

SECTION XXIX XXXII

MISCELLANEOUS

1. No monies of the Society shall be appropriated to any purpose whatever, except for conducting its own business and for the objectives of the Society as specified in the Constitution.

2. All persons who are authorized to sign checks, withdrawal slips or to make deposits on behalf of the Society and all persons authorized to have access to the Society's safety deposit box shall be covered by a Fidelity bond in such amount as the Board of Managers shall prescribe from time to time.

3. The fiscal year shall begin on the first day of April January in each year and end on the last day of March December of the same year.

4. The financial affairs of the Society shall be conducted on the basis of a balanced budget for each and every fiscal year. A balanced budget is defined as revenues [to include dues and fees income, merchandise sales, interest and dividend income, and not more than one half the moving average of the past three years' gains (if any) of all capital gains income adjusted for inflation and membership gains] less expenses. Among expenses (a) charitable expenses must equal or exceed the guideline percentages of total expenses, (b) administrative expenses must not be excessive to those same guidelines currently provided by the Federal and state tax authorities permitted to not-for-profit, 501 (c) 3 organizations such as the SAR.

SECTION XXXI XXXIII

1197 AMENDMENTS

1198 1. The By-Laws may be altered or amended by a two-thirds
1199 vote of those voting in person or by mail as reported at an
1200 Annual Meeting or at a special meeting of the Society called for
1201 that purpose PROVIDED that such amendment shall have been
1202 proposed at a regular or special meeting of the Society at least
1203 thirty (30) days prior thereto, or by a resolution duly adopted
1204 at a meeting of the Board of Managers, and a notice setting
1205 forth such proposed amendment shall have been mailed to each
1206 member of the Society at least fifteen (15) days before the
1207 meeting of the Society at which such amendment is to be voted
1208 upon.

1209 2. Distribution of the proposed amendments may be done
1210 electronically via e-mail PROVIDED that all members to whom an
1211 electronic version is to be sent are notified of that fact by e-
1212 mail AS WELL AS by a post card delivered by mail at least seven
1213 (7) days prior to the e-mail transmission.

1214

1215 SECTION XXXII XXXIV

1216 PARLIAMENTARY RULES

1217

1218 *Roberts' Rules of Order*, newly revised, shall be the
1219 authority in all questions of Parliamentary law not covered by
1220 the Constitution and By-Laws.