

Direct Support Professional Alliance of New York State, Inc. DSPANYS

Article I - Name of the Organization:

The name of this organization is Direct Support Professional Alliance of New York State, Inc. It is known by its acronym DSPANYS. The corporate office is located at 240 Washington Avenue Extension, Suite 501, Albany, New York 12203. The organization is hereinafter identified as “DSPANYS.”

Article II - Purposes:

A. The primary purpose of the organization is to promote the development of a highly competent human services workforce which supports individuals in achieving their life goals. This primary purpose shall be attained by, but not limited to, the following activities:

1. Advancing the profession of direct support through adherence to a national code of ethics and supporting the implementation of a national, voluntary credentialing process;
2. Providing better access for all direct support professionals to high quality educational experiences and lifelong learning which enhances competency;
3. Strengthening the working relationships and partnerships between direct support professionals and self-advocates and families;
4. Promoting systems reforms which provide incentives for educational experiences, compensation commensurate with roles and responsibilities, and access to career pathways for direct support professionals through the sponsorship and/or support of local, statewide or national policy initiatives;
5. Offering advice to human service agency operators, state regulatory agencies, and public policy makers on matters relating to the profession of direct support and the quality of services provided to individuals receiving supports; and
6. Seizing every opportunity to promote cultures that value the dignity of individuals receiving human services and the critical importance of the people who directly support them in achieving their life goals.

Article III – Membership Categories:

A. There shall be five membership categories: Direct Support Professional, Associate, Professional, Agency/Provider, and Supporting Organization (collectively, “General Membership”). Only Direct Support Professional Members hold voting privileges. The

Executive Committee of the Board of Directors will periodically review the membership categories of DSPANYS for needed changes, dues, duties, etc., and make recommendations to the Board of Directors for the approval of such changes.

1. Direct Support Professional Membership shall consist of individuals who spend a significant portion of their working day actively engaged in the hands-on direct support of individuals with disabilities. (Such individuals work under a variety of titles within their service agencies; generically, however, they are known as direct support staff and/or frontline supervisors.) A Direct Support Professional Member will have one vote and may hold office.
2. Associate Membership shall consist of any person who is disabled or a relative of such person. Associate Members do not have a vote.
3. Professional Membership shall consist of professionals working in the field of human services, such as service coordinators, social workers, administrators, and healthcare professionals. Professional Members do not have a vote.
4. Agency/Provider Membership shall consist of service agencies wishing to demonstrate a commitment to support the efforts of Direct Support Professionals. Agency/Provider Members do not have a vote.
5. Supporting Organization Membership shall consist of organizations dedicated to advancing the interests of Direct Support Professionals and the people they support. Supporting Organization Members do not have a vote.

Article IV - Membership Meetings:

A. DSPANYS' General Membership shall meet at least once each year at a time and location, determined by the Board of Directors.

B. The President shall convene special meetings of the Direct Support Professional Membership at such other times as he/she deems necessary, or as directed by the Board of Directors, or as requested in writing by ten percent (10%) of the Direct Support Professional Membership.

C. At all membership meetings, a quorum shall be the physical presence of ten (10%) percent or one hundred (100) Direct Support Professional Members, whichever number is less. The vote of this quorum of the Direct Support Professional Members shall be the decision of DSPANYS. In the event of a tied vote, the chairperson presiding at the meeting shall cast a tie-breaking vote.

Article V – Proxies

A. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy.

B. Every proxy must be signed by the member or the member's attorney-in-fact. Proxies shall be specific to items on the agenda or election ballots for the particular meeting for which they are issued. Proxies must express the intent of the authorizing member regarding the matter(s) at hand or authorize the holder to make a determination . Additionally, the Nominating Committee shall create and distribute to the Membership proxy ballot forms, which may be used by voting members as a mail-in ballot Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

D. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of adjudication of incompetence or of death is received by the Secretary/Treasurer or an Assistant Secretary.

Article VI - Board of Directors and Officers:

A. General Management. The general management of the affairs of DSPANYYS shall be vested in a Board of Directors consisting of up to 17 members. The Board of Directors shall have control of the property of DSPANYYS and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures, and take all necessary and proper steps to carry out the purpose of DSPANYYS and to promote its best interests.

B. Meetings via Teleconference. Directors may participate in any Board of Directors meeting via teleconference telephone or similar means of electronic communication, provided that the means utilized allows the participants of the meeting to hear each other at all times.

C. Election of Board of Directors

1. With the exception of At-large Board Members, only Direct Support Professional Members are eligible to be elected to the Board of Directors, which shall have the following members:

- President (1)
- Six (6) Regional Vice Presidents
- First Vice President (1)
- Secretary (1)
- Treasurer (1)
- Immediate Past President (1)
- At-large Members (6)

A Regional Vice President shall represent each of six following regions: Capital, Long Island, Mid-Hudson, New York City, Northern, and Western.

2. Six At-large Members will be elected to the Board of Directors for the purpose of broadening the perspective of the Board. The election of these At-large Members will not necessarily adhere to geographical regions, but rather will be dependent on the expertise and attributes of the individual. At-large Members can be drawn from any membership category of DSPANYS and must be members of DSPANYS.
3. The At-large Members will be elected by the Membership at the annual meeting to terms of two years and will be nominated by the Nominating Committee as part of the slate to be presented for annual elections. The At-large Members may hold the position for no more than two consecutive terms. At-large Members' terms will be staggered to maintain continuity with half the At-large Members first elected serving a three year term, and half the At-large members first elected serving a four year term.
4. At-large Members will participate in all scheduled meetings of the Board of Directors and shall have the same duties and responsibilities as any other Board member.

D. The Officers of the organization shall be President, First Vice President, Secretary and Treasurer.

E. The Nominating Committee shall include on the slate for each annual election, a proposed slate for a Chairperson and members of the Nominating Committee for the following business year. The committee shall consist of no more than six persons who are representative of the six Regions. All must be Direct Support Professional Members.

F. The Nominating Committee shall establish a recommended slate of candidates for all Offices and committees as required by the by laws and shall make this known to the Direct Support Professional Membership not less than one month before the Annual Meeting.

G. The recommended slate shall be sent to DSP members at least 60 days prior to the annual election. In addition to the Nominating Committee's slate, the DSP Members may make direct nominations for any position to be filled by election at the annual meeting. For any such nomination to be considered, it must be presented to the Nominating Committee with a petition of support signed by not less than 50 DSP members prior to the convening of the annual meeting of the Membership, or any other meeting at which elections are to take place..

H. Prior to the Annual Meeting, each Region shall select its chairperson who will sit on the Board of Directors as a Regional Vice President for the ensuing term.

I. The President, First Vice President, Secretary and Treasurer shall be elected by a simple majority of the Direct Support Professional Membership present at the Annual Meeting.

J. Each member of the Board will hold office for two years. Board members will take office at the close of the Annual Meeting. No Board member may hold the same office for more

than two consecutive terms except in the event that no Direct Support Professional Member of DSPANYS is prepared to accept a nomination for that office. In that case the incumbent may continue to act in the office until a suitable replacement is available.

K. The Immediate Past President serves as a member of the Board.

L. The terms of the President and First Vice President will coincide, alternating with the terms of the Treasurer and Secretary. The treasurer and secretary first elected shall serve one term until the 2012 annual meeting, and the president and first vice president first elected shall serve one term until the 2013 annual meeting

M. The Board of Directors shall meet at least quarterly, at times and locations designated by the Board of Directors. Special meetings may be called by the President at his/her discretion or when requested by a majority of the Board of Directors.

N. The presence of a majority of the Board members shall constitute a quorum for the transaction of the business of the Board. Each Board member shall have one vote. The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

O. In the event of a resignation before the end of a term, the Board of Directors may appoint a replacement from the Direct Support Professional Membership by a majority vote of Directors then in office , or in the case of Regional Vice Presidents, a new appointment for the remainder of the vacancy must be made via a regional selection.

Article VII - Duties of Officers and Board Members:

A. The President shall preside at all meetings of the membership and of the Board of Directors; shall be ex-officio member of all standing committees except the Nominating Committee; and, except as otherwise provided herein, shall generally oversee the affairs of DSPANYS subject to the direction of the Board of Directors.

B. The First Vice President shall be aware of the duties and responsibilities of the President so that in an emergency he/she can maintain continuity of the presidential role by acting as President in the President's absence. In the event that the President vacates the office for any reason, the First Vice President shall be Acting President until the Direct Support Professional Membership elects a new President. The First Vice President shall also perform such duties and responsibilities as delegated to him/her by the President or the Board. In the event the First Vice President is unable to assume the duties of President, the Board of Directors shall designate an officer of the Board to act as President.

C. The Secretary shall maintain a current membership list; shall cause timely notice to be given of all membership and Board meetings; take and keep minutes of all meetings of the membership and of the Board of Directors, and shall ensure the timely dispatch of all notices and correspondence required by law, by relevant authorities, or by the Board.

D. The Treasurer shall maintain all financial records of the organization; shall submit all financial returns required by law or by statutory authorities; shall prepare an annual Treasurer's report to the membership; shall prepare for the Board of Directors such financial forecasts as it may need for the determination of membership dues; and shall cause notice of such dues to be given to members.

E. The Immediate Past President shall help to ensure continuity of DSPANYS' operations after the annual elections, by giving the new President any requested assistance and advice on policies, procedures, practices, and progress.

F. The Regional Vice Presidents shall be the main links between the Board of Directors and their respective Regions, so that the activities of DSPANYS as a whole are coordinated and consistent and so that any concerns of the Regions are presented to the Board for consideration. The Regional Vice Presidents will participate in meetings of at least one committee of the organization.

Article VIII - Committees:

A. The Board of Directors shall establish, under its control, such committees, as it deems useful for DSPANYS. The President shall appoint to each committee a Chairperson who shall be a member of DSPANYS, and shall provide to each Chairperson a clear definition of the role and duties of the committee.

B. Each Regional Vice President shall also nominate a representative to each committee established by the Board of Directors, except for the Executive Committee and Finance Committee. Such members should be interested in the role of the committee; but when specific expert advice is needed, the chairperson may also seek it from non-members.

C. The following committees are established, but these are subject to change at the discretion of the Board of Directors:

1. **Executive Committee:** The Executive Committee shall consist of the President, First Vice President, Secretary, and Treasurer of DSPANYS. The President shall serve as the chairperson of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of DSPANYS and shall be empowered to transact only such business as may be necessary between Board meetings. The Executive Committee shall submit a report of its action at the next regularly scheduled or special Board of Directors meeting. Meetings of the Executive Committee may be called by the chairperson or by three members of the Executive Committee. The full Board shall be notified in advance of any scheduled meeting of the Executive Committee.
2. **Nominating Committee:** The Nominating Committee shall be established according to article VI. E. The Nominating Committee shall be responsible for developing a slate of Board members and officers and other positions as the by laws require, for presentation to the membership.

3. **Finance Committee:** The Finance Committee shall be comprised of the Treasurer and at least three members of the Board to be appointed by the Board at the first Board meeting following the election. The Finance Committee shall be responsible for overseeing the fiscal affairs of DSPANYYS. In the absence of an appointed Finance Committee, the Executive Committee shall be required to fulfill the roles specified. The Finance Committee shall develop a budget for approval by the Board of Directors and propose policies governing the finances of DSPANYYS for adoption by the Board of Directors. The Finance Committee will: Provide an open avenue of communication among the independent auditors, financial and senior management, and the Board of Directors.

D. Other committees of the Board may be established and members appointed as determined each year by the Board to address issues of importance to DSPANYYS. The Board may also appoint non-Board members to serve on Committees of the Corporation.

Article IX - Procedures:

- A. Each Region shall operate with the advice [and consent] of the Board of Directors.
- B. Each Region shall operate its affairs in accordance with these By-laws.
- C. Each Regional Vice President is responsible for overseeing and being aware of operations within each respective region, and ensuring that the Region's operations and activities do not conflict with the purposes, policies, operations, or directives of DSPANYYS. Regions are not authorized to take actions on behalf of the Corporation without the consent of the Board. The Regional Vice President shall report on the regional activities to the Board of Directors.
- D. Annual meetings of DSPANYYS and its Board of Directors shall be conducted in accordance with Robert's Rules of Order, Revised.
- E. NADSP shall determine annually a scale of membership dues and method of payment. Payment of dues shall be a prerequisite to continuity of membership and the right to vote.
- F. If there is any conflict between the provisions of the Certificate of Incorporation and the By-laws, provisions of the Certificate of Incorporation shall govern.
- G. Amendment of these By-laws.
 1. The Board of Directors shall initiate a review of the By-laws, to ensure that they serve the current purposes of the organization, at least every two years.
 2. Modification by the Board of Directors. The Board of Directors may adopt, amend, modify, or repeal any or all of these By-laws at a validly called meeting of the Board of Directors by a majority vote of the total Directors then serving. Any such action shall require ratification by the voting Membership at the following

annual meeting of the Membership at which a quorum is present in order to remain in effect. Failing ratification, the By-laws shall revert to the previous version existing prior to the failed amendment .

3. Modification by the Membership. By-laws may be adopted, amended or appealed by a majority vote of the Direct Support Professional Members of the Corporation who are present at any annual or special meeting of DSPANYS, as long as a quorum is present at such a meeting.
- 4.

Article X – Ethical Standards:

- A. All Direct Support Professional Members of DSPANYS will adhere to the Code of Ethics published by the National Alliance of Direct Support Professionals. Additionally, all Members of DSPANYS will afford their colleagues the dignity and respect their humanity demands.
- B. Board Members will adhere to the following additional ethical standards:
 1. Confidentiality: All Board members must maintain the confidentiality of privileged information entrusted or known by virtue of office.
 2. Acceptance of Gifts: No Board member shall accept gifts, or other items, from any party engaged in a business relationship with DSPANYS.
 4. Appearance of Impropriety: No Board member shall, by his/her conduct, engage in or give reasonable basis for the impression that he/she is engaged in acts that constitute breach of trust.

Article XI – Audit:

- A. Effective April 1, 2009, DSAPNYS’ Fiscal Year is July 1 – June 30.
- B. The accounts of DSPANYS shall be audited each year by an independent certified public accountant who is not an officer, board member or employee of DSPANYS. There shall be a direct presentation of the results of the audit to the Board of Directors as part of the agenda of a face to face Board meeting.

Article XII - Indemnification:

- A. DSPANYS shall indemnify its directors and officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys fees, in connection with any claim asserted against the director, officer and employees by action in court or otherwise, by reason of the fact that such person was a director or officer of DSPANYS and

acting in good faith for a purpose which such person reasonably believed to be in the best interest of DSPANYS, and not unlawful.

B. Indemnification shall be provided in the manner and to the full extent afforded by the Not-for-Profit Corporation Law; and as permitted by such law, DSPANYS may provide additional indemnification pursuant to: an agreement, action of the Board of Directors, or by provision of these By-laws.

C. This Article shall be exclusive but shall include, by implication, any or all rights and remedies available to DSPANYS, the directors, officers and employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 726 of the Not-for-Profit Corporation law.

Article XIII - Dissolution:

A. DSPANYS may be dissolved by a two-thirds vote of the Direct Support Professional Members approving a dissolution plan approved by the Board of Directors. Approval by the Direct Support Professional Members requires a two-thirds vote cast at a meeting of the Direct Support Professional Members, so long as the affirmative votes cast in favor of the dissolution are at least equal to a quorum.

B. Upon dissolution of DSPANYS, any residual assets shall be donated to a not-for-profit organization(s) that is tax exempt under section 501(c)(3) of the Internal Revenue Code, as amended, which has purposes that are similar to those of DSPANYS.

THIS COPY OF DSPANYS BY-LAWS IS CURRENT FROM:

Signed: _____
Secretary Date

Approved by Board of Directors as of this Date 07/25/12

I have read the DSPANYS bylaws and agree to adhere to these standards.

Board Member Signature Date