



EASTERN PAIN ASSOCIATION

THE EASTERN PAIN ASSOCIATION, INC.

Bylaws

APPROVED: ___December 2, 2023



ARTICLE I. Name

Section 1. Name. The Corporation shall be known as: THE EASTERN PAIN ASSOCIATION, INC. (hereinafter “the Association” or “the EPA”).

ARTICLE II. Corporate Purposes & Applicability

Section 1. Corporate Purposes. The purposes of the Association are set forth in the Certificate of Incorporation, as may be amended, and qualify the Association for exemption from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. These purposes, to wit, include: leading, educating, and advocating for the advancement of the Pain Management community.

ARTICLE III. Membership

Section 1. Classes of Membership. The Association shall have three (3) classes of Members: Regular, Life, and Student.

Section 2. Qualifications & Criteria for Membership. The Board of Directors (hereinafter referred to as the “Board”) establishes qualifications and criteria for Membership. Membership in the EPA is a privilege arising from election thereto, and is contingent on compliance with the requirements of these Bylaws and such other general requirements of membership as may be adopted from time to time by the Board.

2.1. **Regular Members.** Health professionals and other scientists interested in the objects of the EPA are eligible for election as Regular Members of the EPA upon written application to the Membership Committee. Upon approval by the Membership Committee, the President shall inform the applicant in writing of his/her election to the Regular Membership of the EPA. Each Regular Member of the EPA shall be entitled to one vote on matters brought before the membership. All Regular Members of the EPA who initially paid their dues prior to July 1, 1976 were designated as Founder Members.

2.2. **Sustaining Members.** Health professionals seeking lifelong commitment to the EPA beyond regular membership may elect to sign up as Sustaining members upon successful application to the Membership committee and completing payment of Sustaining membership dues. Like Regular Membership of the EPA, the member shall be entitled to one vote on matters brought before the membership.

2.3. **Life Members.** Any person, who has attained the age of 65 years and has been a Regular or former Sustaining Member in good standing of the EPA for at least fifteen (15) years, is eligible for election as a Life Member of the EPA, upon written application to the Membership Committee. The Membership Committee shall review the application and, upon finding it in order, shall act affirmatively on the application except for cause. In the latter case, the application shall be brought before the entire Board of Directors for their action. The President shall inform the applicant in writing of his/her election to Life Membership of the EPA. A Life Member shall have all the rights and privileges of Regular Members, including one vote upon matters brought before the Membership, but shall pay no dues.

2.4. **Student Members.** Individuals who are interested in the objectives of the EPA, but who are still at the predoctoral or pre-professional level of their careers, will be classified as Student Members upon written application to the Membership Committee and sponsored by a Regular, or Life Member of the EPA. The Membership Committee shall review the application and make appropriate recommendation to the President.



Upon approval the President will notify the candidate in writing of his/her election as a Student Member. Student Members shall have all the rights and privileges of Regular Members but shall have no vote. Student Membership will only be valid for a total of three (3) years, when the Student Member may apply for Regular Membership.

2.5. **Individual Affiliates.** Individuals who are not health professionals or scientists, but who are interested in and wish to support the objectives of the EPA, may apply for Individual Affiliate status by writing to the Membership Committee, which will review the application and forward its recommendations to the President, who shall then present it to the Board of Directors. Election to Individual Affiliate status shall require approval by majority vote of the Directors present at a Board meeting at which there is a quorum. Individual Affiliates will be informed of, and shall have the right, to attend and participate in, the educational and scientific meetings of the EPA. However, Individual Affiliates may not participate in the business meetings and shall have no vote upon matters brought before the membership. This membership category is intended for applicants such as professional writers, journalists, and other public media representatives.

2.6. **Honorary Members.** Distinguished individuals who have made outstanding contributions to the fields of pain research, management or treatment may be nominated by any Voting Member for election by the Board of Directors as Honorary Members of the EPA. A majority vote of the entire Board shall be required for election to Honorary Membership and no more than two persons shall be elected in any one year. The Honorary Member shall have all rights and privileges of Members, but shall have no vote and shall pay no dues.

2.7. **Corporate Affiliates.** Private corporations who are interested in the objectives of the EPA and wish to support these objectives may apply for Corporate Affiliate status by either paying the appropriate Corporate Affiliate dues, or by making a donation equal to or greater than the corporate affiliate dues. Such donations may be in the form of a grant, fellowship or other similar support. However, the President shall apprise the Board of any such donation or Corporate Affiliate application that will be subject to vote by the Board for approval of the sponsor. Corporate Affiliates shall be apprised of all educational and scientific meetings of the EPA and have the right to have one or more of their representatives attend such meetings. However, Corporate Affiliates have no vote on matters brought before the Membership and thus may not be represented in a business meeting, except by specific invitation from the Board. This restriction does not apply to any member entitled to a vote by virtue of his/her status as a Regular, or Life Member in the EPA (hereinafter designated as a "Voting Member"), regardless of his/her association with a Corporate Affiliate. Corporate Affiliates may be listed in the Membership Directory and in such other publications or notices as deemed appropriate by the Board.

2.8. **Membership Directory.** The Board of Directors shall from time to time publish a Membership Directory of the EPA, listing all individuals and corporations by their Membership category current at the time of publication. In addition, such a Directory shall contain a list of all persons who are current Members of the Board of Directors (Officers and Directors-At-Large). Chairpersons of all Standing Committees and the Membership of such Standing Committees. In chronological order lists of all Past Presidents, Bonica Award Recipients and Honorary Members shall also be included. The EPA Constitution and Bylaws should also be added.

Section 3. Dues & Membership Year. The Board of Directors shall establish annual dues and any special assessments to the various classes of members, according to the needs of the EPA. Dues shall be payable on the first of January of each year.

3.1. **Delinquency in Dues.** A member who has not paid dues within a period of eighteen (18) months after billing will, at the time of billing for the succeeding year, be notified of forfeiture of membership unless all



indebtedness to the EPA is met within ninety (90) days. Restitution of membership shall require: (a) a written request for reinstatement from the delinquent and (b) liquidation of all indebtedness to the EPA by the delinquent. Corporate Affiliates are exempted from this regulation.

3.2. Termination of Membership. A member may resign at any time by giving written notice to the President. Dues or assessments, which have been paid, shall not be refunded. If after being duly notified and given an opportunity to respond a Member who is delinquent in the payment of dues and assessment shall be considered to have forfeited or resigned his membership.

ARTICLE IV. Meetings

Section 1. General. There shall be at least two (2) Scientific Meetings each year. One shall be the Annual Scientific Meeting and the other the John J. Bonica Award Lecture. These two meetings may be held concurrently or separately as determined by the Board of Directors. The locations, dates and registration fees for the Annual Scientific Meeting are to be determined by the Program and Education Committee, subject to approval by the Board of Directors. However, the Board of Directors shall determine the date and location of the Bonica Award Lecture for which there shall be no registration fee and which shall be open to the public. The President or his/her representative may, with the assistance of the Finance Committee and with the approval of the Board of Directors, seek financial contributions toward the cost of scientific meetings from individuals or organizations, Corporate Affiliates and other organizations interested in the objectives of the EPA, provided no obligation shall be incurred by the EPA, other than a statement in writing on the program of the names of the contributors.

Section 2. Other Educational Meetings. The EPA may sponsor other types of scientific or educational meetings, workshops, courses, and related endeavors. It also encourages Members to organize local scientific meetings. The Board must approve all such meetings in order for the EPA to act as sponsor or co-sponsor. The Program and Education Committee shall investigate all applications for co-sponsorship or direct sponsorship and make an appropriate recommendation to the President who shall then request approval by the Board.

Section 3. Annual Business Meeting. There shall be one Annual Business Meeting of the EPA which shall be held at a time and place determined by the Board. Written notice of the meeting shall be via electronic mail (Email) and social media to all voting Members in good standing not less than thirty (30) days prior to such meeting. Such written notices shall be deemed to be delivered when sent via the Email addressed to the Member at his/her address as it appears on the records of the EPA. No written notice via mail will be provided.

Section 4. Special Business Meeting. A Special Business Meeting shall be called by the President within thirty (30) days of the receipt of a written request for such a meeting by (i) the Executive Committee, or (ii) the Board of Directors, or (iii) fifteen (15) Voting Members in good standing, who have each affixed their signatures to the request. Email notices shall be sent to all voting Members informing them of the date, time, and place of the Special Business Meeting at least twenty (20) days prior to the scheduled meeting. The requirements for voting, and for a quorum, shall be the same as for the Annual Business meeting.

Section 5. Quorum. The presence of fifteen (15) Voting Members in good standing shall constitute a quorum at the Annual Business Meeting.

Section 6. Voting. A Voting Member may vote in person or by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after two (2) months from the date of its



execution. The affirmative vote of a majority of the votes entitled to be cast by the Members present or represented by proxy, at a meeting where a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members, except as otherwise specifically provided by these Bylaws.

Section 7. Annual Report. The Board of the Association shall annually present to the Membership a report outlining the Association's fiscal status. This report shall include an annual balance sheet and profit and loss statement, or a financial statement performing a similar function for the preceding fiscal year, confirming assets (restricted and unrestricted) and liabilities, revenues and receipts and expenses. Each such report shall be filed with the records of the Association and a copy, or an abstract thereof, shall be entered in the minutes of the proceedings of the Meeting of the Members at which the report is presented.

ARTICLE V. Officers

Section 1. Officers of the Association. The Officers of the Board of Directors shall be (i) the President and Chairperson of the Board, (ii) the President-Elect and Vice-Chairperson of the Board, (iii) the Immediate Past-President, (iv) the Treasurer, (v) the Secretary, and (vi) the Parliamentarian. All six (6) Officers shall be Voting Members of the EPA, and they shall also have one (1) Vote each on the Board of Directors. The failure of any one of the six Officers to attend two (2) consecutive Board of Directors Meetings or two (2) consecutive Executive Committee Meetings shall be considered an automatic resignation of that Officer. In such an event, the Board or the President shall appoint/elect a Voting Member of the Board or EPA Membership to temporarily replace such an Officer until the next general election in accordance with the specific instructions of these Bylaws. Under special circumstances and for cause the Board of Directors may waive the automatic resignation of an Officer if so requested by the Officer.

Section 2. Duties of the President. The President shall be a Voting Member of the Board of Directors. The President shall serve as the Chairperson of the Board and shall preside at meetings of the Board. The President shall be the Chief Executive Officer of the EPA and shall be responsible for executing policies determined by the Board. The President shall also serve as the Chairperson of the Executive Committee. The President shall appoint the chairpersons of all Standing Committees, except as otherwise specifically provided for in these Bylaws. The President shall also appoint Ad Hoc committees if required for specific tasks not usually covered by the Standing Committees, subject to approval by the Board. The President shall also fill vacancies on Standing Committees. The President shall also act as the chief spokesperson of the EPA. In the event that the EPA hires an Executive Director and/or a Management Organization, the President shall act as the Chief Supervisor of such an individual and/or organization as regards EPA administration, affairs and functions. Finally, the President with the assistance of the Parliamentarian shall oversee that all official EPA activities and functions are consistent with the EPA Charter, Constitution and these Bylaws, and, if necessary, shall advise the Board of known potential problems and recommend appropriate courses of action to correct such problems.

The President shall assume the Office of President after having served in the elected Office of President-Elect. The term of Office of the President shall be two years and shall begin as the last Order of Business at the Annual Business Meeting of the EPA during an Election Year, and shall extend to the end of the Annual Business Meeting of the next Election Year, i.e. biennially.

Section 3. Duties of the President-Elect. The President-Elect shall be elected biennially by the Voting Members of the EPA and shall assume Office immediately after the Annual Business Meeting of the EPA following his/her election, with the Term of Office extending to the second Annual Business Meeting, i.e. two years to the next general election. The President-Elect shall have served as a Member of the Board prior



to his/her election. The President-Elect shall be a Voting Member of the Board and also serve as a Voting Member of the Executive Committee.

The President-Elect shall assist the President in the discharge of his/her duties. At the request of the President, the President-Elect shall serve as his/her surrogate at Committee meetings. In the absence of the President, the President-Elect shall preside at Board Meetings and Executive Committee meetings. The President-Elect shall oversee the Functions of both the Program and Education and the Bonica Award Committees, but not as their chairperson, and represent both Committees on the Executive Committee. The President-Elect shall assist the President in supervising EPA administration; affairs and functions carried out by an Executive Director and/or Management organization.

Section 4. *Duties of the Immediate Past President.* The Immediate Past President shall be a Voting Member of the Board and a Voting Member of the Executive Committee. The Immediate Past President shall also serve as the Chairperson of the Nominations Committee.

The Immediate Past President shall assist the President in the conduct of his/her duties, and shall also perform such other functions as may be assigned from time-to-time by the President. In the event of the absence of both the President and President-Elect, the Immediate Past President shall preside at meetings of the Board and/or Executive Committee.

Section 5. *Duties of the Treasurer.* The Treasurer shall be elected biennially by the Voting Members of the EPA and must be a Voting Member in good standing. The Treasurer may be re-elected, although for not more than three (3) consecutive terms. A former Treasurer may, however, be eligible for re-election provided that he/she has been out of office for at least one term.

The Treasurer shall be a Voting Member of both the Board of Directors and the Executive Committee. The Treasurer shall advise the Board and the Executive Committee on matters relating to the fiscal practices of the EPA. The Treasurer shall report to the Board and the Executive Committee on the receipts and disbursements of funds belonging to the EPA, and on the deposits of all monies, securities and other valuable effects in the name and to the credit of the EPA in depositories approved by the Board. In the execution of these duties, the Treasurer shall work closely with the EPA's Central Office. The Treasurer shall have the authority to sign all checks in the name of the EPA-with one signature only required-and to disburse funds of the EPA at the direction of the Board. The President and the Secretary shall each also have authority to sign all checks in the name of the EPA in the absence of the Treasurer, and also follow the Board's directions for the disbursement of funds. In the event that the Board hires an Executive Director and/or Management Corporation then certain check signing requirements and fund disbursements may be modified by the Board in accordance with [Article IX, Section 2](#) of these Bylaws.

The Treasurer shall also serve as the Chairperson of the Finance Committee and shall oversee the preparation of the Annual Financial Statement and the Annual Tax Returns and sign both, if correct, on behalf of the EPA. The Treasurer shall also be responsible for the presentation of both the Annual Financial Statement and the Annual Tax Returns both to the Board of Directors at its Annual Meeting, and to the Membership-at-Large at the Annual Business Meeting of the EPA.

Section 6. *Secretary.* The Secretary shall be elected biennially by the Voting Members of the EPA and must be a Voting Member in good standing. The Secretary may be re-elected, although not for more than three (3) consecutive terms. A former Secretary may be re-elected, however, provided he/she has been out of office for at least one term.

The Secretary shall be responsible for recording or overseeing the recording of the Minutes of all meetings



of the Board of Directors and of all meetings of the Executive Committee. The Secretary shall also oversee the notification of all Voting Board Members of upcoming scheduled Board meetings. The Secretary shall also attend and be responsible for overseeing the recording of the Minutes of the Annual Business Meeting of the EPA. The Secretary shall sign all Minutes of meetings of the Board and the Executive Committee and of the Annual Business Meeting after correction and/or approval by the appropriate body, i.e. Board, Executive or Membership attesting to their correctness. In accordance with State Law the signed Minutes of scheduled Board Meetings and the Annual Business Meeting must be available for public inspection.

The Secretary shall also oversee the Membership Committee, but not as its Chairperson, and represent the Membership Committee at Executive Committee meetings. In the performance of these duties the Secretary shall be an ex officio Member of the Membership Committee with one (1) vote. In addition, the Secretary shall perform such duties which may be requested from time-to-time by the President, Executive Committee or Board.

Section 7. *Parliamentarian.* The Parliamentarian shall be a Past President of the EPA and shall be a Voting Member of the Board of Directors and of the Executive Committee. The Parliamentarian shall be elected by a Two-Thirds Majority Vote of the Board of Directors biennially and serve one term. The Parliamentarian may be re-elected by the Board as often as deemed advisable by the Board.

The Parliamentarian shall advise the President and other Officers and the Board of Directors and the Executive Committee on questions regarding these Bylaws and parliamentary procedure, following Robert's Rules of Order. In accordance with [Article V, Section 2](#) of these Bylaws, the Parliamentarian shall assist the President in overseeing that all EPA administration, affairs and functions are consistent with the EPA Charter, Constitution and these Bylaws, and if necessary recommend corrective action to the Board. At all duly scheduled regular or special meetings of the Voting Membership, such as the Annual Business Meeting; and regular or special meetings of the Board of Directors, parliamentary procedures should be followed, and the Parliamentarian should rule on all Points of Order and/or other questions of procedure or conduct made by any Voting Member of the EPA at Membership meetings or by any Voting Member of the Board of Directors at Board meetings.

The Parliamentarian shall serve as the Chairperson of the Bylaws Committee and represent the Bylaws Committee at meetings of the Executive Committee and of the Board of Directors. In addition, the Parliamentarian shall perform such other duties as may be assigned from time-to-time by the President or Board.

Section 8. *Executive Director.* The Executive Committee of the Association shall appoint the Executive Director, subject to approval of the Board. The Executive Director is neither a voting Officer nor member of the Board of the Association.

8.1. ***Search and Appointment.*** At such time as the Board of Directors decides to employ an individual person to be the administrator of the EPA or to perform specific tasks in the daily management of the EPA, the Executive Committee shall search for and conduct interviews with the potential candidates and discuss hiring terms. The Executive Committee upon selection of the individual shall then submit its recommendation to the Board of Directors. Approval by the Board shall require a Two-Thirds Majority vote of all Voting Board Members. It is recommended that if an individual is employed by the Board he/she shall serve as an individual contractor rather than a salaried employee in order to avoid income tax and benefits complications for the EPA.

8.2. ***Duties.*** The Executive Director shall carry out the policies of the Board under direction of the Executive Committee, and is responsible for the operation of the Association's office. The Executive Director shall



maintain all publications, reports, minutes and other records; and deposit required records with the New York State Charities Bureau; and shall be responsible for keeping the Manual of Policies and Procedures up to date.

The Executive Director shall attend duly scheduled Board meetings. S/he may participate in the discussion but have no vote.

Section 9. Vacancies. Vacancies occurring during an Officer's term shall be filled as follows:

9.1 President. In the event of death, disability, resignation, removal or other reason preventing the President from assuming or continuing in his/her Office of President, the President-Elect shall succeed to the Office of President to complete the vacated term and thereafter serve a full term as President. In such an event, the Board shall elect a Voting Member of the Board to temporarily serve as the interim President Elect until the next general election.

9.2 President-Elect. If the office of President-Elect becomes vacant for any reason, the President, with approval of the Board, shall appoint a Voting Member of the Board to temporarily serve as the Interim President-Elect until the next general election.

9.3 Immediate Past President. In the event of disability, death, resignation or any other reason which would prevent the Immediate Past President from assuming or continuing in his/her Office, the President shall appoint another Past President to fill the Office until the next general election, subject to approval by an absolute majority of the Board.

9.4 Treasurer. Should the Office of Treasurer be vacated because of death, disability, resignation or other reason, the President shall appoint a Voting Member of the EPA in good standing to fill the vacancy until the next general election subject to approval by the Board.

9.5 Secretary. Should the Office of Secretary be vacated because of death, disability, resignation or other reason, the President shall appoint another Voting Member of the EPA in good standing to fill the vacancy until the next general election, subject to approval by the Board. The Secretary shall be a Voting Member of the Board of Directors and of the Executive Committee.

9.6 Parliamentarian. Should the Office of Parliamentarian become vacant because of death, disability, resignation or other reason, the Board shall elect another Past President by a Two-Thirds Majority Vote at a Special Meeting of the Board called by the President within Thirty (30) days after the official occurrence of the vacancy. The newly elected Parliamentarian shall complete the term of his/her predecessor until the next general election.

ARTICLE VI. Board of Directors

Section 1. Duties and Powers. The Board of Directors shall be the governing body of the EPA and shall have general charge, management, and supervision of the affairs, funds and property of the EPA. The Board shall ensure that the affairs and activities of the EPA are conducted in accordance with its Constitution, these Bylaws, and the Laws of the State of New York. The Board may appoint or dissolve such committees as it may deem appropriate unless otherwise specified in these Bylaws, and shall authorize the expenditures of monies, funds and other securities. The Board may contract in the name of the EPA for lease or purchase of equipment, property, or facilities.



The Board of Directors is responsible to the EPA Voting Membership At Large and cannot delegate this responsibility to any other individual, Committee or group. However, the Board of Directors may and should delegate the day-to-day operations and functions of the EPA to other individuals, Committees and management groups, as it deems fit, provided that the Board retains overall authority. The Board, however, must follow the policies enacted by the EPA Voting Membership at duly constituted general membership meetings.

The Board of Directors is responsible for the over-all administration and management of the EPA. However, the Board of Directors may decide to hire an individual or team/group/organization to carry out specific tasks or functions OR to manage a convention or other meeting OR to manage the day-to-day administration, functions or operations of the EPA. However, whatever arrangement is made to employ an individual or group the Board of Directors shall retain legal authority and supervision in accordance with the laws of New York State and these Bylaws.

Section 2. Membership. The Board of Directors shall consist of Eighteen (18) voting Members, namely the Six (6) Officers of the EPA; Six (6) Past Presidents of the EPA (in addition to the Immediate Past President and the Parliamentarian, who are both Officers); and Six (6) elected Directors-At-Large, who must be voting Members of the EPA, and who are not currently Officers or Past Presidents. Under special circumstances and for cause, such as an absence of qualified candidates for Past Presidents or Directors-At-Large positions, the Nominations Committee may recommend and the Board approve by Two-Thirds Majority vote that for that term of two years the total number of voting Board Members be reduced to Fifteen (15), which must include all Six (6) Officers, and at least three (3) Past Presidents and at least Three (3) Directors-At-Large (Refer to [Article VII, Section 2.4](#) of these Bylaws). However, if a vacancy occurs of a Director-At-Large due to death, disability, resignation or other reason, the President shall appoint a Voting Member of the EPA in good standing to fill the vacancy until the next general election. Vacancies occurring among Officers have been specified in [Article V, Section 9](#) of these Bylaws.

All Voting Members of the Board are expected to attend all scheduled Regular and Special Meetings of the Board. In attendance means present in person OR present at a teleconference OR present at a videoconference. The use of proxy does not constitute presence and cannot count for a quorum. Absence should only be for cause and if possible the Voting Board Member should notify the Secretary in advance of his/her likely non-attendance. Any Voting Board Member whose schedule is likely to interfere with attendance at future Board meetings should voluntarily resign from the Board by informing the President in writing. The absence of any Voting Board Member from two consecutive Regular or special Board Meetings constitutes an automatic resignation. Consequently, it is the duty of the Secretary to check or supervise the checking of dates, times and location most convenient for most Voting Board Members for future Board Meetings.

Chairpersons of all Standing Committees shall be invited to attend Board meetings, but shall have no vote, unless they already are Voting Board Members. In addition, the Board or the President may invite other individuals to attend a given Board meeting for specific reasons. However, any Voting Member of the EPA has the right to attend any duly scheduled meeting of the Board in order to audit but not to participate or vote.

The Executive Director, if any, and or representatives of the Management Corporation shall attend duly scheduled Board meetings. They may participate in the discussion but have no vote.

Finally, all non-voting attendees at a Board meeting shall leave the room or otherwise disengage from hearing the discussion if an Executive Session has been called.

2.1. **Terms of Office.** The Board takes office immediately after the passing of the gavel at the Annual



Meeting or by December 31, if no Annual Meeting is held that year. Board members are elected for terms of two (2) years. The terms of office for all members of the Board shall begin immediately after the passing of the gavel at the Annual Conference, or by November 1, if no Annual Meeting is held that year. Board members shall serve no more than three (3) consecutive terms.

2.2. *Nomination and Election.* Candidates for elected offices of the Board are nominated by the Nominating Committee, or by members of the Association through petition. Candidates nominated through petition must submit signatures totaling 1% of the Association's Membership, determined as of December 31 of the preceding fiscal year, to the Nominating Committee by September 1. All candidates must be a Regular Member of the Association at the time of their nomination and throughout their terms of office.

The ballot shall be issued by the most efficient and comprehensive means to all Members of the Association by September 15th. Any ballots cast later than October 15th are void, unless the election is for a special election. If any election for Association office results in a tie, the Executive Director shall, with a Member of the Association present, draw lots to determine the winner of the office. The Members of the Association shall be informed of the results of the election prior to the Annual Meeting.

2.3. *Vacancies.* Vacancies will be filled by special election within sixty days, through procedures established by the Board.

2.4. *Resignation.* A member of the Board may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

2.5. *Detrimental Conduct.* The Board of Directors shall determine whether the conduct of any Members is detrimental to the welfare of the EPA and, after investigation by a Hearing Committee of the Bylaws Committee ([Article VII, Section 2.2](#) of these Bylaws) and due process, may take corrective steps to rectify the situation, including termination of membership.

2.6. *Removal.* Any member of the Board may be permanently removed for cause, by a Two-Thirds Majority vote of the Board at any Regular Meeting or Special Meeting of the Board called for that purpose, or with, or without, cause, by a majority vote of the Membership at any Annual Meeting or Special Meeting of the Members called for that purpose. Any member of the Board who fails to attend two consecutive meetings without excuse shall be removed from the Board automatically and a replacement shall be appointed or elected as provided for in this Article, or requested from the appropriate Section.

Section 3. *Meetings.* There shall be two (2) Regular Board Meetings yearly, one of which shall be the Annual Board Meeting held in proximity to the Annual Business Meeting of the EPA. The other Regular Board Meeting to be held approximately six months prior to the Annual Board Meeting. Under supervision of the Secretary, the Voting Board Members should be polled in advance as to their likely availability for a given Regular Board Meeting and the date, time and location scheduled to ensure maximum attendance. Regular Board Meetings should request personal attendance of the Board Members, but teleconference or videoconference should be provided for those Board Members unable to be present in person as long as the latter can hear and be heard continuously during the Board meeting.

Section 4. *Executive Session.* The Board of Directors, the President and/or any three (3) Voting Members of the Board may call for an Executive Session in order to discuss sensitive issues confidentially. A call for an Executive Session precedes any other business, which must immediately be suspended and all non-voting individuals must withdraw or otherwise disengage from the discussion. Executive Sessions should be called



to discuss the (detrimental) conduct of an EPA Member, the (questionable) conduct of any employee, the (controversial) conduct of business of a management group and/or Executive Director, and other sensitive issues. No Minutes shall be kept of such Executive Sessions except that at the end-if appropriate-the Board may issue a brief statement as to the Board's decision, which the Secretary shall then oversee to be entered into the official Minutes.

Section 5: *Special Meetings.* Special meetings of the Board of Directors shall be called by the President at his/her initiative or at the request of any three (3) Voting Board Members. The President shall determine the date, time and place of such special meetings, provided that his/her choice is convenient to a majority of the Voting Directors (i.e. Officers, Past Presidents and Directors-At-Large. The Secretary shall supervise the mailing or acceptable alternative communication of such notices of special meetings at least ten (10) days in advance of the meeting. Under extraordinary circumstances, a teleconference or videoconference may be arranged of all Voting Directors with five (5) days advance notice under supervision of the Secretary.

Section 6. *Agenda for Special Meetings.* The President and/or Secretary shall provide an agenda of the topics to be discussed at a Special Board Meeting and each Director shall be given a copy.

Section 7: *Quorum and Voting for Special Meetings.* A quorum at a Special Board Meeting shall consist of ten (10) Voting Directors and must include at least four (4) Directors who are not Members of the Executive Committee and three (3) Officers. Unless otherwise specified in these Bylaws, motions shall be carried by simple majority vote. The Secretary shall be responsible for overseeing the Minutes of such Special Board Meetings and their distribution to all Members of the Board.

Section 8. Order of Business and Agenda for Regular Meetings.

8.1 Order of Business. When no rule has been adopted, the following is the order:

- (1) Reading the Minutes of the previous meeting [and their approval].
- (2) Reports of Boards and Standing Committees.
- (3) Reports of Special (Select) Committees.
- (4) Special Orders.
- (5) Unfinished Business and General Orders
- (6) New Business.

8.2. Agenda. Agendas may include the following items:

1. Call to Order
2. Opening Ceremonies
3. Roll Call
4. Consent Calendar
5. Standard Order of Business
6. Good of The Order
7. Announcements
8. Program
9. Adjourn

Section 9. *Notice.* Notice of Regular Board Meetings shall be sent via Email under supervision of the Secretary to each Board Member at least twenty-one (21) days before the date of the Meeting.

Section 10. *Electronic Communication.* Members of the Board may participate in any meetings by conference telephone, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting of the Board.



Section 11. *Quorum.* A quorum shall consist of an absolute majority of all Voting Directors.

Section 12. *Voting.* Each Member of the Board shall have one (1) vote.

Section 13. *Motions.* Motions may be made by any Voting Board Member and require to be seconded by another Voting Board Member before discussion. Motions shall be carried by a simple majority vote of the Directors in attendance, except when these Bylaws require an absolute or Two-Thirds Majority vote of all Voting Directors. In accordance with parliamentary procedures, the Chair shall not vote except (a) to break a tie on motions before the Board; (b) to produce a tie in order to negate a motion (but in this case not to break the tie); (c) to obtain an absolute majority of the Board; and (d) to obtain a Two-Thirds Majority of the Board.

Section 14. *Parliamentary Law.* In all matters of parliamentary procedure not covered or contradicted by these Bylaws, or applicable statute, regulation or contractual obligation, Robert's Rules of Order, newly revised (<https://robertsrules.com>), shall be used as a guideline in answering all questions of proper parliamentary procedure.

Section 15. *Point of Order.* Any Voting Board Member may make a Point of Order in order to correct procedural errors. The Chair must immediately suspend all business to correct the error or, if in doubt, request the Parliamentarian to rule as to the appropriateness of the Point of Order. The Parliamentarian's ruling is final and no discussion of the ruling allowed, except if two (2) Voting Board Members immediately make another Point of Order that the Parliamentarian's ruling is in direct violation of explicitly stated rules and procedures of these Bylaws citing the appropriate Article and Section. However, the Parliamentarian's interpretation (as opposed to error) of these Bylaws leading to his/her ruling cannot be challenged.

ARTICLE VII. Committees

Section 1. *Committee Types & General Authority & Responsibilities.* The Board may charge committees to perform various functions on behalf of the Board or the Association. Each Committee of the Board and Committee of the Corporation, and every member thereof, shall serve at the pleasure of the Board. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities and determinations.

Section 2. *Committees of the Board.* Standing Committees shall include but not be limited to the Executive Committee, the Bylaws Committee, the Finance Committee, the Nominations Committee, the Bonica Lectureship Committee, the Membership Committee, and the Program and Education Committee. Appointments to these Committees shall be in accordance with the requirements for each Committee as specified in these Bylaws. The Chairperson of all Standing Committees shall be invited to attend all meetings of the Board of Directors, though without a vote, unless otherwise specified in these Bylaws. The addition or removal of Standing Committees shall require revision of these Bylaws.

2.1. *Executive Committee.* The Executive Committee shall consist of the six (6) Officers of the EPA. The President, who shall be the Chairperson of the Committee; the President-Elect, who shall be the Vice-Chairperson of the Committee; the Immediate Past President; the Treasurer; the Secretary; and the Parliamentarian. Meetings of the Executive Committee may be called whenever deemed necessary by the President or any other two (2) Officers, but there shall be no less than four (4) meetings per year. Face-to-Face meetings, telephone conferences or videoconferences require a five (5) business days advance notice to be made under supervision of the President to each of the Officers. The date, time and location of such



meetings shall be arranged as most convenient for all six (6) Officers. However, under exceptional or very special circumstances telephone conferences may be called on forty-eight (48) hours advance notice from the President. A quorum shall consist of an absolute majority of all Officers, namely four (4). Should a quorum fail to be achieved, the Executive Committee meeting should be rescheduled. Proxy votes do not count toward a quorum. However, if there is a quorum, then an Officer who is unable to participate, either in person or by telephone, at a scheduled meeting of the Executive Committee may in advance give his/her proxy vote on specific issues, but not carte blanche, to the Secretary to be counted in the voting. Failure of an Officer to attend two (2) consecutive Executive Committee meetings (or two (2) consecutive Board of Directors meetings) shall be deemed an automatic resignation ([Article V, Section 1](#)).

The conduct of an Executive Committee meeting shall be less formal than that of the Board of Directors. The Chair, i.e. the President or other Officer presiding, shall participate in the voting. Therefore the Chair after casting his/her vote cannot override a tie. (A tie is equivalent to a negative outcome, i.e. the motion fails). Furthermore, all policy decisions of the Executive Committee require an absolute majority of all Officers.

In the event that the Board of Directors has hired an Executive Director or company, the Executive Committee is responsible for overseeing that the daily affairs and operations of the EPA are conducted appropriately. The President has the primary responsibility, but each Officer shall assist the President with the supervision, especially in the general area of each Officer's responsibility.

2.1.1. **Duties.** While the Executive Committee is not a policy-making body, it is nevertheless authorized to implement policies if required urgently, provided such are consistent with the EPA's constitution and not in direct conflict with or in opposition to stated policy of the Board of Directors. In particular, the President shall be charged with executing such urgent policy decisions. However, any new policy decision must subsequently be submitted to the entire Board of Directors for approval, since the Executive Committee is accountable to the Board for its actions.

2.1.2. **Authority over Expenditures.** The Executive Committee may authorize the expenditure of the EPA funds not exceeding One Thousand Dollars (\$1,000) for educational and scientific programs, for essential central office costs (e.g. printing, mailing, telephone, office supplies, etc.) and for any other expenses essential to the day-to-day operations of the EPA. Any such expenditures shall be itemized by the Treasurer and submitted to the Board of Directors for approval at the next scheduled meeting of the Board of Directors. These fiscal restrictions do not apply to expenditures previously approved by the Board of Directors authorizing the Treasurer to pay them-but, if not previously approved by the Board of Directors, expenditures of EPA funds exceeding One Thousand Dollars (\$1,000) must be submitted to the Board for approval prior to their commitment.

2.2. **Bylaws Committee.** The Bylaws Committee shall consist of three (3) Voting Members of the Board of Directors, chaired by the Parliamentarian ([Article V, Section 7](#)). The President shall choose the other two (2) Members, one of whom must be a Past President. The Members of the Committee may be reappointed. The President shall be an ex officio Member of the Bylaws Committee without a vote. The Bylaws Committee reports directly to the Board of Directors. The Bylaws Committee shall serve as an advisor on parliamentary procedure to the Board of Directors. The Bylaws Committee shall review the EPA Constitution, these Bylaws annually and, if necessary, be accountable to the Board of Directors for the preparation of revisions of these Bylaws, or amendments to the Constitution, the adoption of which shall be in accordance with the procedures stated under Article VIII of these Bylaws and New York State Law, and with the EPA Constitution.

In the event that the Board of Directors decides to investigate the conduct of or to take disciplinary action against a Member of the EPA, including any Officer or Director, the Bylaws Committee shall serve as a



Hearing Committee with one (1) additional Member, who must be a Past President, appointed by the President to serve as the Chairperson pro temp of the Hearing Committee. In the event that the individual to be investigated or disciplined by the Board is a Member of the Bylaws Committee, he/she must temporarily recuse herself/himself from meetings of the Hearing Committee, Board of Directors and-if relevant-the Executive Committee until the matter is resolved by the Board.

2.3. *The Finance Committee.* The Finance Committee shall consist of five (5) members, namely the Treasurer, who shall be its Chairperson, the President, the President-Elect and two (2) other Voting Board Members to be appointed by the President – each with one vote. The Finance Committee shall advise the Board of Directors on fiscal matters and apprise the Board of the financial status of the EPA. The Committee shall recommend sources of funding for meetings or other functions of the EPA, and offer assistance in their procurement. The Committee shall also oversee the accounting procedures of the EPA and shall assist the Treasurer in developing the annual budget. The Treasurer shall certify the accuracy of entries in the EPA ledger and submit same to an annual audit by a certified public accountant. The Finance Committee shall be responsible in supervising that all fiscal requirements stated in these Bylaws and by the State of New York are met, including in holding adequate financial reserves in appropriate accounts.

2.4. *The Nominations Committee.* The Nominations Committee shall consist of five (5) Members, of whom four (4) shall be elected by the Voting Membership of the EPA. Of the latter, there shall be two (2) Past Presidents and two (2) Members chosen from among other voting Members of the EPA who have never been Members of the Board of Directors. The Immediate Past-President shall serve as the Chairperson of the Nominations Committee ([Article V, Section 4](#) of these Bylaws).

The Nominations Committee shall be responsible for overseeing all elections for EPA-elected positions, as follows: The Committee shall request the Secretary (or the Executive Director, if one is appointed) to Email a Call for Nominations for all vacant or to be vacated elected positions to the entire Voting Membership of the EPA at least sixty (60) days before the Annual Business Meeting. Vacant or to be vacated positions shall include spaces for the Offices of President-Elect, Treasurer and Secretary, for six (6) Directors-At-Large positions and for the four (4) positions on the Nominations Committee (as stated in this Section of the Bylaws). The Call for Nominations shall contain appropriate instructions and adequate space for the entry of nominees by the Voting Member. The Call for Nominations shall also include a list of all Past Presidents and other relevant information deemed useful by the Nominations Committee. This Call for Nominations information must be returned to the central office within twenty-one (21) days in order to be counted.

The Nominations Committee shall then prepare the Election Ballot including appropriate instructions and provisions for write-ins, which shall be sent via Email and/or postal mail to the Voting Membership of the EPA at least thirty (30) days before the Annual Business Meeting. The ballot must then be returned within twenty-one (21) days to be counted. The names of the nominees who are elected shall be announced at the Annual Meeting and subsequently be sent via Email to the entire EPA Membership.

In order to be eligible for inclusion as a candidate on the Ballot, the Nominations Committee shall count the total number of nominations a given individual has received for a given Office or position, and shall select the two (2) nominees with the largest number of nominations for each Office or position. It shall then be incumbent on the Nominations committee to check with each of the selected nominees as to whether or not he/she is willing to be a candidate for that Office or position. A candidate may seek nominations to both a Board and an Officer position; the Officer position will prevail if so elected. The Nominations Committee shall attempt to list two (2) candidates for each Office or position including, when possible, twelve (12) for Board of Directors and eight (8) for the Nominations Committee. In addition, the Board of Directors may, at its discretion, select candidates to be added to those on the Election Ballot. In the event of a tie in the vote



on the final Ballot for a given Office or position, the Nominations Committee shall break the tie by a simple majority vote.

Prior to the Annual Business Meeting the Chairperson of the Nominations Committee shall contact all Past Presidents, who are still Voting EPA Members in good standing, excluding those who resigned from the Board of Directors in the past for non-attendance at Board Meetings. The Chairperson shall ascertain how many of the eligible Past Presidents are willing to serve on the Board of Directors for a term of two years and the likelihood of their participation at scheduled Board meetings. The Chairperson may be assisted in this task by the two (2) Past Presidents on the Nominations committee. The Chairperson shall then submit the list of eligible Past Presidents to the Board of Directors at the Annual Board meeting in order that the Board may elect the Parliamentarian and six (6) other Past Presidents by a Two-Thirds Majority vote for each to serve on the new Board.

2.5. *The Bonica Lectureship Award Committee.* The Committee shall consist of five (5) members including the Chairperson who shall be appointed by the President-Elect, but who must have previously served on the Committee. One of the four (4) other Committee Members shall be the outgoing Chairperson of the Committee (i.e., the Immediate Past Chairperson of the Bonica Lectureship Award Committee). The President-Elect shall also appoint the other three (3) Committee members, one of whom shall be a Past President and the other two (2) Members from among the Voting Members of the EPA who are not currently on the Board of Directors. However, no two (2) Members of the Bonica Lectureship Award Committee shall have a primary professional affiliation with the same institution (e.g., New York University Medical School, Cornell University Medical College, etc.). The President-Elect shall make the appointments to the Bonica Lectureship Award Committee before the First of October of each year and the Committee's term shall continue to the end of September of the following year.

The Bonica Lectureship Award Committee shall select three (3) candidates for the Bonica Lectureship Award. Each candidate shall be chosen on the basis of outstanding contribution to the field of pain. Prior to the First of November, the Board of Directors shall then select, by majority vote of the entire Board one (1) of the three recommended candidates for the Award of the Bonica Lectureship to be presented in the following year. The Board shall also select a runner-up from among the three nominees in the event that their first choice may not be available. The deliberations of the Bonica Lectureship Award Committee and the Board shall be confidential.

The President shall notify the recipient of the honor and confirm his/her acceptance of the Lectureship Award no later than the fifteenth of November. The Committee shall then set a date with the Recipient for the presentation of the Award.

The Bonica Lectureship Award Committee, in cooperation with the Executive Director, (if one is appointed), shall be responsible for all necessary arrangements for the Bonica-Lecture and attendant reception and dinner, travel and hotel arrangements, publication and printing of notices and invitations, procurement of the plaque or certificate to be presented to the Awardee, and audio-visual and photographic arrangements. These plans shall be submitted to the Board of Directors for approval and the Board shall be responsible for appropriating the funds needed to underwrite the Bonica Lectureship Award meeting.

Since the EPA's Bonica Award is the oldest and first of its kind, it shall be considered the major event of the EPA. The presentation of the Award and the Bonica Award Lecture shall be free and open to the public. There shall be no registration fee, although the Board of Directors may charge for the Bonica dinner or luncheon. Furthermore, the Board of Directors shall keep sufficient funds in reserve to hold the Bonica Award lecture in a year during which no new funding is available even if it means cancellation of the Annual



Scientific Meeting or other educational and/or scientific meetings in that year.

The President-Elect shall represent the Bonica Lectureship Award Committee on the Executive Committee.

2.6. *The Membership Committee.* The Membership Committee shall consist of a Committee Chairperson appointed by the President and not less than two (2) Voting Members from the EPA Membership-at-Large, also appointed by the President on the recommendation of the Committee Chairperson. The Committee Members shall each be selected from different professional disciplines within the EPA. The Secretary shall supervise the activities and functions of the Committee and represent it at Executive and/or Board meetings. However, the Committee Chairperson shall be invited to attend Board meetings, but without a vote. The Secretary shall be an ex officio member of the Committee with one vote.

The Membership Committee shall be responsible for screening applications for membership and for making appropriate recommendations for the election of applicants by the Executive Committee or the Board of Directors in accordance with the requirements and procedures set forth in Article I of these Bylaws. The Committee shall also recommend and partake in the initiation of membership drives and shall, with the assistance of the Board (and/or the Executive Director, if one is appointed) keep the Board informed of the EPA Membership.

2.7. *The Program and Education Committee.* The Program and Education Committee shall consist of not less than three (3) Voting Members who must be from different professional disciplines and different institutions. The Chairperson of the Program and Education Committee shall be selected by the President-Elect and recommended to the President for appointment as Chairperson-Elect of the Committee prior to the First of November. He/she shall thereupon join the Committee and shall become the new Committee Chairperson immediately after the last scientific and/or educational meeting of the year and continue to serve as Chairperson in the following year. The additional Voting Members of the Committee shall be appointed by the President upon recommendation by the incoming Chairperson-Elect of the Committee. The Chairperson and Members of the Committee may be reappointed annually in a similar manner by succeeding Presidents. The President-Elect shall be an ex officio Member with a vote on the Program and Education Committee and shall represent the Committee on the Executive Committee.

The duties of the Program and Education Committee shall be to plan and arrange the Annual Scientific Meeting and other scientific meetings of the EPA with the exception of the Bonica Lectureship Meeting. The Committee shall select the topics and speakers, and the times, dates and sites of the meetings. With the approval of the President, the Committee shall also arrange for the reimbursement and honoraria of speakers, and for the technical needs and social amenities of such meetings.

The Program and Education Committee shall also be responsible for advising the Board on the planning and preparation of courses, workshops and other educational activities that would best serve the needs or wishes of the various disciplines represented in the EPA, including those required for application for continuing education accreditation.

The Program and Education Committee shall also advise the Board of Directors from time-to-time about the needs for public information and, with the express permission and direction of the Board of Directors, provide for the dissemination of appropriate educational and scientific information to the general public through the news media, public meetings and other appropriate channels. The Committee Chairperson may be invited to attend and participate in Meetings of the Board of Directors, but without a vote. The Committee Chairperson shall also assist the Finance Committee, and the President in soliciting funds for the educational and scientific meetings. The President, however, shall coordinate any such funding efforts.



Section 3. *Meetings.* Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the President or the Chair of the applicable Committee or by majority vote of the members of the committee.

Section 4. *Quorum and Manner of Acting.* Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of all committees shall be subject to the direction of the Board, except where the Board has permissibly delegated authority to act, within statutory limitations, to a Committee of the Board. All committees shall maintain appropriate minutes of their meetings in an effort to document proper and appropriate oversight.

Section 5. *Vacancies.* Vacancies created on a Committee of the Board or a Committee of the Corporation shall be filled in accordance with the requirements of this Article.

ARTICLE VIII. Elected Officer & Director Compensation, Reimbursement & Loans

Section 1. *Compensation.* No Officer of the Association, Member of the Board, or Member of a Committee shall receive compensation for their service. However, with prior approval of the Board, they may be reimbursed for actual, reasonable expenses incurred in the performance of their duties. The Board shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for contractual staff of the Association.

Section 2. *Loans.* No loans shall be made by the Association to its Directors, Officers, Members of Committees or to any other corporation, firm, association or other entity in which an Officer, Member of the Board, or Committee Members of the Association are directors or officers or hold a substantial financial interest, except as may be permitted by statute .

ARTICLE IX. Funds, Assets and Expenditures

Section 1: *Funds.* Funds of the EPA are, and shall be, derived from the following sources;

- a. Dues, subscriptions or assessment of Members.
- b. Subsidies, gifts, contributions, and bequests bestowed upon the EPA and accepted by the Board of Directors.
- c. Registration and continuing education fees from educational and scientific meetings, including fees for space from exhibitors at such meetings.
- d. Interest paid on monies deposited.
- e. Grants sought or solicited by the Board of Directors, or the Finance Committee with the approval of the Board of Directors, from government agencies, foundations, or private corporations interested in the objects of the EPA.

Section 2. *Authority.* The Board of Directors shall control and be responsible for all assets of the EPA. The Board of Directors shall ensure that sufficient financial reserves are available to meet all incurred or committed expenses, costs, and debentures. In the event that the Board of Directors employs a management group to run the day-to-day activities and operations of the EPA, such a management shall not have the



authority to commit or utilize any assets or funds of the EPA for any purpose, except such funds specifically allocated by the Board of Directors for operational purposes to the management group. The details of such allocated funds shall be specified in the contract between the EPA and the management group. However, the Treasurer shall be the official custodian of funds of the EPA, as defined in [Article V, Section 5](#) of these Bylaws.

The Treasurer with the advice of the Finance Committee shall invest and re-invest the funds of the EPA upon direction of the Board of Directors. In accordance with [Article V, Section 5](#) of these Bylaws, the Treasurer shall have authority to sign all checks in the name of the EPA-with one signature only required. In the Treasurer's absence the President and/or Secretary shall also have authority to sign all checks in the name of the EPA following the Board's directions for the disbursement of funds. In the event that a management group is used, the Treasurer shall have the authority to delegate signature authority to an official representative of the management group for very specific and limited operational use previously approved by the Board of Directors, e.g. postage, duplicating, telephone, etc.

ARTICLE X. Fiscal Year & Independent Financial Audit

Section 1. *Fiscal Year.* The fiscal year of the Association shall commence on the 1st day of January and conclude on the 31st day of December.

Section 2. *Independent Financial Audit.* If required by statute, contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board, the accounts of the Association shall be subject to an annual audit report or review to prepared by an Independent Auditor (as defined by statute) to be overseen by either the Board, or an authorized Committee of the Board.

ARTICLE XI. Statutory Compliance

Section 1. *Definitions.* Should any term, phrase or understanding relative to any topic addressed in these Bylaws and/or the policies of the Corporation be specifically defined in be defined in [Appendix A](#) of these Bylaws the stipulated definition of such term shall govern for purposes of interpreting the Bylaws and/or corporate policies.

Section 2. *Conflicts of Interest & Related Party Transaction Protocols.* This Corporation shall adopt, and at all times honor, a written Conflicts of Interest & Related Party Transaction Policy to assure that Officers, Members of the Board, Committee Members and Key Employees act in the Corporation's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. *Procedures.*** Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board, or an authorized committee, as appropriate.
- ii. *Restrictions.*** *Stipulations that when the Board, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:*
 - (a) be present at, or participate in, any deliberations;
 - (b) attempt to influence deliberations; and/or,
 - (c) cast a vote on the matter.
- iii. *Definitions.*** Definitions of circumstances that could constitute a Conflict of Interest and/or Related



Party Transaction.

- iv. **Documentation.** Requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
- v. **Audit-Related Disclosure.** Protocols to assure the disclosures of all real or potential Conflicts of Interest and/or Related Party Transactions are properly forwarded to the Board, or another authorized committee, as appropriate, for purposes of audit-related consideration.

Section 3. Conflicts of Interest & Related Party Transaction Conflicts Policy. The Conflicts of Interest and Related Party Transaction Policy of the Corporation is annexed hereto, and made a part hereof as [Appendix B](#). This policy may only be amended, modified or repealed by a Two-Thirds Majority vote of the Board present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

Section 4. Potential Conflicts Disclosure Statement. The Potential Conflicts Disclosure Statement of the Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as [Appendix C](#).

ARTICLE XII. Indemnification of Directors, Officers & Employees

The Association shall indemnify its Directors, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the Director, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a Director, Officer, employee or volunteer of the Association and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of the Association, and was not unlawful, unethical or immoral. In order to assure adequate indemnification, the Association shall be required to purchase and maintain appropriate Directors and Officers ("D & O") liability insurance coverage.

ARTICLE XIII. Fundamental Corporate Changes

Section 1. Bylaws Amendment. Amendments to the Bylaws may be initiated (i) by resolution approved by the Board of Directors at a duly constituted Board meeting; (ii) by motions carried by a majority vote of Voting Members present at the Annual Business Meeting, provided a quorum of Voting Members is present; or (iii) by a written petition, addressed to the President and signed by twenty-five (25) Voting Members of the EPA. All proposed amendments shall be reviewed by the Bylaws Committee for conformity with the EPA Constitution and New York State Law, as well as with Robert's Rules of Order. The Bylaws Committee shall then write the proposed amendments in appropriate language and submit them to the Board of Directors. The Board of Directors, upon approval, shall then direct the central office to Email a ballot containing the substance of the approved amendments, with explanation if deemed necessary, to all Voting Members of the EPA. Two-thirds of the votes in favor of the amendments cast by the Voting Members of the EPA within the time limit specified shall then amend the Bylaws.

Section 2. Certificate of Incorporation Amendment. The Association's Certificate of Incorporation may be changed or amended, in whole, or in part, by a Two-Thirds Majority vote of the Members present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided all statutory



approvals are subsequently secured and any Certificate of Change or Amendment is accepted for filing by the New York Department of State.

Section 3. *Creation of Corporate Affiliate Relationship.* This Association may enter into an Affiliate (as defined by [Appendix A](#)) relationship, such as a parent/subsidiary with another corporation, or form a new corporation for purposes of establishing an Affiliate relationship, by a Two-Thirds Majority vote the Directors present at any Annual Meeting or Special Meeting called for that purpose.

Section 4. *Merger or Consolidation.* This Association may be merged or consolidated by a Two-Thirds Majority vote of the Directors present at any Annual Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Merger or Consolidation is accepted for filing by the New York Department of State.

Section 5. *Dissolution Procedure.* Unless stipulated otherwise herein, this Association may be dissolved by a Two-Thirds Majority vote of the Directors present at any Annual Meeting or Special Meeting called for that purpose. Upon dissolution of the Association, provided all statutory approvals are subsequently secured and any Certificate of Dissolution is accepted for filing by the New York Department of State.

5.1. *Residual Assets.* In seeking approvals necessary for Dissolution, the Association shall exercise its best efforts to assure that any residual assets shall be donated to another Not-for-Profit Corporation, or Corporations, qualified under Section 501(c)(3) of the Internal Revenue Code with corporate purposes similar to those of this Association.

Amendment 1: October 1995
Amendment 2: December 2002
Amendment 3: September 2022



APPENDIX A—Bylaws & Corporate Policy Definitions

1. Affiliate.

An “Affiliate” of the Corporation means any entity controlled by, in control of, or under common control with, the Corporation.

2. Committee - Charitable Corporation.

Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with charitable purposes.

3. Committee - Non-Charitable Corporation.

Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with non-charitable purposes.

4. Officer.

An “Officer” means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or Bylaws.

5. Director.

A “Director” means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.

6. Entire Board.

The “Entire Board” means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the Bylaws provide that the Board of Directors shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the Bylaws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors.

7. Key Employee.

A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Corporation, including any employee with responsibilities concerning capital expenditures, operating budget, employee compensation, or a substantial portion of the organization’s income/expenses.

8. Relative.

A “Relative” of an Office, Director or Key Employee of the Corporation means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren and ancestors.



9. Independent Director.

An “Independent Director” means a Director who:

- i. is not, and has not been within the last three (3) fiscal years, an employee of the Corporation or an Affiliate of the Corporation and does not have a Relative who is, or has been within the last three (3) fiscal years, a Key Employee (as defined by these Bylaws) of the Corporation or an Affiliate;
- ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation; and,
- iii. is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term “payments” does not include charitable contributions.

10. Independent Auditor.

An “Independent Auditor” means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an Officer, Director, employee or volunteer of the Corporation or has a Relative who is such an individual.



APPENDIX B—Board of Directors Conflicts of Interest & Related Party Transaction Policy

1. *Policy Requirements.*

Any real or potential “Conflict of Interest” and/or “Related Party Transaction” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority (50% +1) of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

2. *Definitions.*

- a. **Conflict of Interest.** Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Corporation and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall not be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Board of Directors:
 - i. the current, or prior, service of an Officer, Director or Key Employee of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is: considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
 - ii. the current, or prior, receipt by an Officer, Director or Key Employee of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does, has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of the Corporation.

- b. **Related Party Transaction.** Unless otherwise specifically excluded herein, a “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Board of Directors:
 - i. The current, or prior, service of an Officer, Director or Key Employee of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;



- ii. The current, or prior, receipt by an Officer, Director or Key Employee of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does not, or has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

c. **Related Party.** A "Related Party" means any:

- i. Officer, as defined by statute;
- ii. Director, as defined by statute;
- iii. Key Employee, as defined by statute;
- iv. founder of the Corporation;
- v. individual who has made substantial monetary contributions to the Corporation;
- vi. Relative, as defined by statute, of an Officer, Director, Key Employee, founder or substantial contributor;
- vii. partnership or professional corporation where an Officer, Director or Key Employee, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
- viii. entity where an Officer, Director or Key Employee, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or,
- ix. corporate entity where an Officer, Director or Key Employee, or a Relative thereof, serves as an officer, director, trustee, key employee or partner, or the equivalent thereof.

3. General Disclosure.

Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, owner (either as a sole proprietor, partner or member) or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a real or potential interest. The Secretary shall provide a copy of all completed disclosure statements to the Board of Directors, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Director on request.

4. Specific Disclosure.

If at any time during his or her term of service, a Director, Officer or Key Employee (each as defined by [Appendix A](#)) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.



5. *Process of Review.*

The Board of Directors, or another designated Committee of the Board, shall thoroughly review any real, or potential, Conflict of Interest or Related Party Transaction, or any other interested matter and, if a designated Committee, submit to the Board a recommendation as whether or not it should be approved.

6. *Standard of Review.*

For purposes of this policy, amongst the considerations of the Board of Directors, or another authorized Committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this “Conflict of Interest” and/or “Related Party Transaction Policy” shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered a matter unworthy of additional non-customary review and/or documentation.

7. *Authorization of Conflicts of Interest & Related Party Transactions.*

The Corporation shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination.

8. *Authorization of Transactions Concerning Substantial Financial Interest.*

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Board of Directors, or another authorized designated Committee of the Board, as appropriate shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a Two-Thirds Majority vote of the Directors and/or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

9. *Restrictions.*

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.



Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board, or authorized committee thereof, meeting prior to the commencement of deliberations or related voting.

10. Recognized Exceptions.

Although not stipulated in statute, the Charities Bureau of the New York State Office of the Attorney General has advised that a certain transaction that might, by definition, be considered a Conflict of Interest and/or a Related Party Transaction need not necessarily be subject to, otherwise applicable, contemporaneous documentation requirements stipulated herein as a consequence of it being a matter that would not customarily require the action or approval of the Board of Directors. As a consequence of the foregoing, while all other obligations of this policy remain in effect, the Corporation need not contemporaneously document, or disclose for auditing purposes, any of the following:

- i. *de minimis* transactions — transactions being of a small size relative to this Corporation’s budget and assets, which would customarily fall below the threshold of review by the Board of Directors;
- ii. ordinary course of business transactions — transactions or activities that are undertaken in the ordinary course of business by staff of this Corporation, as consistent with either past corporate or sector practices;
- iii. mission-focused transactions — transactions involving benefits provided to a Director solely as a consequence of his/her membership in a class of individuals that the Corporation intends to benefit in accomplishing its mission, provided any such transactions are authorized in good-faith, without any undue benefit to the conflicted, or otherwise interested, Director, and/or,
- iv. compensation-related transactions — transactions related to compensation, or reimbursement of a Related Party, or otherwise conflicted Director, for reasonable expenses incurred on behalf of this Corporation.

Nothing herein shall be interpreted so as to permit or authorize a Related Party, or otherwise conflicted Director, to attempt to improperly influence the decision-maker(s) or reviewer(s) in a given Related Party Transaction, or other conflicted matter.

11. Audit-Related Disclosure.

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Secretary of the Board of Directors, or the chair an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.



APPENDIX C—Annual Potential Conflicts Disclosure Statement

As a Director or Officer or Key Employee of the Corporation, prior to your being seated on the Board of Directors or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time.

Please mark ‘Yes’ or ‘No’ & provide additional information when requested

Financial Information Return Disclosure

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty- five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in, an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Employee” of the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation



3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Corporation?

No Yes If *Yes*, briefly describe below & attach a detailed explanation

4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Corporation that might reasonably be considered a real or potential conflict of interest pursuant to the Corporation’s Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No Yes If *Yes*, briefly describe below & attach a detailed explanation

5. Have you been provided with, properly reviewed and reasonably understand the terms of the Corporation’s current written Board of Directors Conflicts of Interest Policy?

No Yes If No, briefly describe below &/or attach a detailed explanation

:



Independent Director Assessment Disclosure.

In order to qualify as an “Independent Director,” as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the negative to each of the following questions, although failure to respond to all questions in the negative shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of the Corporation, or an “Affiliate” of the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

2. Do you have a “Relative” who is, or has been within the last three (3) years, a “Key Employee” of the Corporation or an Affiliate of the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an “Affiliate” of the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes If Yes, briefly describe below & attach a detailed explanation

4. Do you have a “Relative” who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an “Affiliate” of the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes If Yes, briefly describe below & attach a detailed explanation



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5. Are you a current officer or employee of, or do you have a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an “Affiliate” of the Corporation, for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term “payments” does not include charitable contributions.

No Yes If Yes, briefly describe below & attach a detailed explanation

6. Do you have a Relative who is a current officer or employee of, or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an “Affiliate,” for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition the term “payments” does not include charitable contributions.

No Yes If Yes, briefly describe below & attach a detailed explanation

—Certification—

I, the undersigned, certify that I have read and understand this Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Director Signature _____

Date _____