

*The
Empire State Society
Of the
Sons of the American Revolution*



*2023
Constitution and By-Laws*

Approved 6 May 2023

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PREAMBLE

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

CONSTITUTION

ARTICLE I NAME

1. This Society shall be known as THE EMPIRE STATE SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION.
2. The headquarters of the Society shall be in the County where the Secretary resides.

ARTICLE II OBJECTIVES

The objectives of this Society shall be:

- (i) to perpetuate the memory of the men who, by their services or sacrifices during the War of the American Revolution, achieved the independence of the American People;
- (ii) to promote fellowship among their descendants;
- (iii) to inspire a more profound reverence for the principles of the government founded by our forefathers;
- (iv) to acquire and preserve the records of the individual services or sacrifices of the patriots of that War, as well as documents, relics and landmarks;
- (v) to encourage historical research in relation to the American Revolution and the study of American History;
- (vi) to mark the scenes of the Revolution by appropriate memorials;
- (vii) to celebrate the anniversaries of the prominent events of that War;
- (viii) to foster true patriotism;
- (ix) to maintain and extend the institutions of American freedom and to carry

out the purposes expressed in the Preamble to the Constitution of our Country and the injunctions of Washington in his farewell address to the American People.

ARTICLE III NATIONAL SOCIETY

This Society shall form a part of the National Society of the Sons of the American Revolution. It recognizes all other state Societies of the Sons of the American Revolution as co-equal bodies and their members as compatriots, entitled to receive from this Society such information, assistance, and fraternal consideration as may best promote our common objectives and purposes.

ARTICLE IV SEAL

The seal of the Society shall be two and three-eighths inches in diameter, charged with the figure of a Minute Man grasping a musket in his right hand and depicted as a husbandman of the period of 1776 deserting the plow for the service of his country. There shall be a constellation of thirteen stars about him, and all encircled by a band three-eighths of an inch wide within which shall appear the legend---

EMPIRE STATE SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION
Organized February 11, 1890 Incorporated April 8, 1895

ARTICLE V INSIGNIA

The Insignia of the Society, as modified from time to time, shall comprise (1) a cross surmounted by an eagle in gold; (2) a rosette; and (3) an enameled bar.

1. The cross shall be of silver, with four arms, covered with white enamel and eight gold points, same size as the Chevalier's Cross of the Legion of Honor of France, with gold medallion in the center, bearing on the obverse a bust of Washington in profile, and on the reverse the figure of a Minute Man; surrounded by a ribbon enameled blue, with the motto "Libertas et Patria" on the obverse, and the legend "Sons of the American Revolution" on the reverse, both in letters of gold. The cross shall be surmounted by an eagle in gold, and the whole decoration suspended from a ring of gold by a ribbon of deep blue with white and buff edges, and may be worn by any member of the Society on official occasions only or when representing the Society, at the left breast. The President, active or past, of a State Society or Chapter thereof, may wear the official badge at the collar.

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

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

ARTICLE VI MEMBERSHIP

Any male shall be eligible for membership in the Society being a citizen of good repute in the community, is the lineal descendant of an ancestor who was at all times unfailing in loyalty to, and rendered active service in the cause of American Independence either as an officer, soldier, seaman, marine, militiaman or minuteman, in the armed forces of the Continental Congress or any one of the several Colonies or States, as a signer of the Declaration of Independence, as a member of a Committee of Safety or Correspondence, as a member of any Continental, Provincial, or Colonial Congress or Legislature, as a foreign national of, but not limited to, France, Germany, Poland, Spain, Sweden or Switzerland who rendered service in the cause of American Independence or as a recognized patriot who performed actual service by overt acts of resistance to the authority of Great Britain, or as modified from time to time by the National Society, provided, however, that no person advocating the overthrow of the Government of the United States by use of force or violence shall be eligible for membership in the Society.

ARTICLE VII MANAGERS

1. The affairs of the Society shall be governed by a Board of Managers elected by the membership of the Society. It shall consist of the following:

(a) thirty-five compatriots who shall be elected biennially by ballot at an annual meeting, eleven of whom shall be elected respectively as a President, a Vice- President from the Capital Region, a Vice-President from the Central Region, a Vice-President from the Metropolitan Region, a Vice-President from the Western Region, a Secretary, a Treasurer, a Chancellor, an Historian, a Registrar and a Chaplain of the Society; and in addition;

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

(c) the Past Presidents of the Society who are members of the Empire State Society;

(d) the National Trustee and the Alternate Trustee from the Society during their terms of office; and

(e) the Vice-President General of the North Atlantic District during his term of office when such officer is a member of the Empire State Society and is not

otherwise a member of the Board of Managers.

2. The officers and managers provided for in Section 1(a) of this article shall be elected for two year terms and shall hold office until their successors are elected and have accepted. Such officers and managers shall serve without compensation in such capacities unless otherwise authorized by the Board of Managers. There shall be no restriction on any officer or manager succeeding himself in office.

3. Vacancies in office shall be filled by the Board of Managers for the unexpired term.

4. A person shall not be eligible to run for President, or for Vice-President, if at the time of an election he shall have completed less than two full terms as an elected member of the Board of Managers or less than two full terms as a President of an active local chapter.

5. If any Manager of the Society, including Past Presidents of the Society, shall be absent from five consecutive meetings of the Board of Managers, the President shall direct that a written notice of such absence, be given to such individual(s) by certified mail, return receipt, asking for an excuse for such absence. If no written excuse is received by the Society within three months from mailing of said notice, the individual(s) shall be deemed to have vacated his office. If a written excuse is received by the Society within three months of mailing said notice, the excuse shall be presented to the Board of Managers at its next regular meeting for its determination as to whether or not the excuse is bona fide and reasonable.

6. Any officer or manager elected to the Board of Managers may be removed by the Board of Managers for cause.

ARTICLE VIII DELEGATES AND ALTERNATES

The Board of Managers, or the Secretary if so directed by the Board of Managers, shall determine and appoint the Delegates and Alternates to the Congress of the National Society to which the Empire State Society may be entitled.

ARTICLE IX LOCAL CHAPTERS

1. A charter for a local chapter may be granted by the Board of Managers to fifteen or more members of the Society residing in the same county or counties in the same general region of the State or by approval of the Board of Managers for a lesser number, upon a written petition stating the proposed name, the county or counties in which it is to be located and the names of the proposed members. Such chapter shall adopt a Constitution and By-Laws not inconsistent with those of the State and National Society and shall comply with all applicable Federal and State laws and regulations.

2. No person shall be admitted to membership in a Chapter unless he is a member in good standing of this Society, and all members of this Society shall be eligible for membership in a Chapter but any member who shall in any manner lose his membership in the Society shall thereupon cease to be a Chapter member.

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

4. Upon the election of its officers, each local Chapter shall report the same to the Secretary of this Society.

5. Each Chapter shall have a minimum of three members who are officers, including a President, a Vice-President and a Treasurer. In addition, each Chapter shall have at all times, two members of the Chapter who have signed bank authorizations allowing each of them to access all bank accounts or other financial accounts owned by the Chapter. It is recommended that each Chapter meet at least once a year. However, each Chapter shall meet at least once every two years in order to elect officers.

6. Failure to comply with Section 5 of this Article may be cause for revocation of the Charter of the local Chapter by the Board of Managers, after a thorough review of the facts, but only by a two-thirds vote by those present at a regular or special meeting. The provisions of Section 5 and 6 of this Article shall not take effect until May 1, 2024.

ARTICLE X DISCIPLINE AND DISQUALIFICATION

1. A member may be expelled by the Board of Managers by a two-thirds vote of those present at a regular or duly called meeting of the Board at which a quorum is present, after due notice and reasonable opportunity to be heard, if he shall have been convicted of or pled guilty to a felony as defined by the laws of the State of New York or the laws of the United States government or if he shall have been found guilty of misconduct unbecoming a gentleman or prejudicial to the interests of the Society. For those offenses and for any lesser offenses he may also be censured or suspended from membership by the Board.

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

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

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

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

ARTICLE XI AMENDMENTS

The Constitution may be altered or amended by a two-thirds vote of those voting in person or by mail at an Annual Meeting or at a special meeting of the Society called for that purpose; provided that such amendment(s) must have been proposed at a prior meeting of the Board of Managers at least thirty days prior thereto and at least fifteen days notice of such proposed amendment(s) has been sent by the Secretary to each of the members of the Society. Said notice may be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing. As an alternative to mailing, giving of the notice may include emailing of the notice to any member having an email address on file with the Secretary or posting the notice on the Society's website or publishing the notice in the Society's newsletter or any of the above in combination, including mailing. If alternative methods to mailing the notice are used, the notice period provided herein shall be computed from the date of emailing, the date of posting or the date of publication.

ARTICLE XII REGULATORY OVERSIGHT

The Corporation's purposes and powers do not include those requiring regulatory oversight.

BY-LAWS

SECTION I ADMISSION OF MEMBERS

Admission to the Society is by application only. Applicants must set out their ancestry back to the ancestor on whose service the application is based and submit documents acceptable to the National Society to prove the ancestry and the service. The applicant must pay all required initiation fees and first year dues at the time of application. The application process starts at the chapter level with the Chapter Registrar assisting the applicant with his application, with a review by the State Society Registrar except in the case of a member at large, the State Registrar may assist the applicant. Final approval and admission to the Society is based on a final review and approval of the application by the National Society.

SECTION II RESIGNATION FROM MEMBERSHIP

Any member of the Society may resign his membership by contacting a Chapter Officer or the Secretary of the State Society. Failure to pay annual dues for a year shall constitute an automatic resignation.

SECTION III FEES AND DUES

1. Initiation fees, including fees for supplemental applications and dues are set by the National Society, the State Society and its individual chapters. These amounts may change from time to time without further amendment to these By-Laws. Initiation fees and the first year of dues are payable at the time of application and applicants will be informed of the payments required. Chapters have the right to set their own application fees and membership dues.

2. All dues are on a calendar year basis and the State Society and its chapters follow the National Society as to what the calendar year is as to dues.

3. A member who has been dropped for nonpayment of dues may be reinstated by the Board of Managers upon payment by his chapter or by himself, if a member-at-large, to the State Society of all required dues and fees for the current year.

4. The dues of any member while engaged in active military service for the United States, shall upon written request to his Chapter, be forgiven for the years during which such service is rendered. The member shall notify his Chapter when active duty terminates.

5. Any Compatriot who has paid dues to the Society for twenty-five years or more may apply to the Board of Managers to be relieved from further payment thereof

on the grounds of his inability to pay further dues. The Board of Managers shall have the power to grant such requests by a majority vote of those attending any annual, regular or special meeting.

SECTION IV MEETINGS

1. The annual meeting of the Society shall be held in May of each year. There shall be elected biennially the Officers and Managers required by ARTICLE VII SECTION 1(a) of the Constitution. At least fifteen days' notice of the date and place of the annual meeting shall be given by the Secretary to all Members of the Society. Said notice may be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing. As an alternative to mailing, giving of the notice may include emailing of the notice to any member having an email address on file with the Secretary or posting a notice on the Society's website or publishing the notice in the Society's newsletter or any of the above in combination, including mailing. If alternative methods to mailing are used, the notice period provided herein shall be computed from the date of emailing, the date of posting or the date of publication.

2. Notice of the meeting shall contain an agenda to be prepared and presented by the President. Any motion introduced at the Annual Meeting which is not on the agenda may be discussed, but shall not be acted upon until the next meeting of the Board of Managers unless approved or disapproved by a three-quarters vote of the members present.

3. A Special Meeting of the Society may be called by the Board of Managers and shall be called by a request signed by at least five percent of the membership stating the purpose thereof, addressed to the Board and delivered to the Secretary personally or by mail. The Secretary shall give at least fifteen days' notice of such meeting to all members of the Society, stating the purpose for which it is called. No other business shall be transacted thereat. Said notice may be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing. As an alternative to mailing, giving of the notice may include emailing of the notice to any member having an email address on file with the Secretary or posting a notice on the Society's website or publishing the notice in the Society's newsletter or any of the above in combination, including mailing. If alternative methods to mailing are used, the notice period provided herein shall be computed from the date of emailing, the date of posting or the date of publication.

4. The Board of Managers shall hold at least four regular meetings each year, in the months of March, May, September and November and at such other times as the Board shall decide. The annual meeting in May will be included as one of the four.

5. The date, hour and place of all regular meetings shall be fixed by the Board of Managers. At least fifteen days' notice shall be given by the Secretary to all Members of

the Society. Said notice may be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing. As an alternative to mailing, giving of the notice may include emailing of the notice to any member having an email address on file with the Secretary or posting a notice on the Society's website or publishing the notice in the Society's newsletter or any of the above in combination, including mailing. If alternative methods to mailing are used, the notice period provided herein shall be computed from the date of emailing, the date of posting or the date of publication.

6. The President of the Society may call a special meeting of the Board of Managers at any time. A special meeting of the Board of Managers shall also be called by the President whenever he shall have received written request for such meeting signed by at least ten members of the Board of Managers, stating the purpose thereof. Such meeting shall take place within thirty days after the President shall have received such request. In either case at least fifteen days' notice of such meeting shall be given by the Secretary to all Board Members. In either case, such notice shall contain the date, hour and place as fixed by the President as well as the business to be transacted at such special meeting and no other business shall be transacted thereat. The notice provisions contained in SECTION IV Paragraph 3 above pertaining to a special meeting called by the Board of Managers shall apply.

7. It is the intention of Section IV that all meetings either regular or special are to be held in the State of New York with the physical attendance of the members. However, the President, in consultation with the Executive Committee may determine due to existing circumstances, that any meeting of members may be postponed or cancelled and may be held partially or solely by electronic communication, such as Zoom or any other electronic platform. The platform on or by which the meeting is held shall be considered the place of the meeting. It shall be verified that each person participating in the meeting electronically is a member and that each participating member is given a reasonable opportunity to engage in the meeting including an opportunity to propose, object to and vote upon any action to be taken by the members and to see, read or hear the proceedings of the meeting substantially concurrently with the proceedings. A record shall be made of the proceedings consisting of minutes containing any votes or other actions taken by electronic communication. All notice and posting requirements contained in Section IV shall be adhered to for all non-physical attendance meetings.

If a biennial election is scheduled and then cancelled and the ballots have not yet been mailed, the election shall be cancelled and current officers and managers shall remain in office until the next year's Annual Meeting. The regular election process will then commence as outlined in the By-Laws with an election occurring at the next Annual Meeting. If ballots have been mailed and the biennial election is then cancelled, the election process shall continue with modifications as described in Sections VII and VIII of these By-Laws.

SECTION V
NOMINATING COMMITTEE AND NOMINATIONS

1. The President, at the regular meeting of the Board of Managers in November on a biennial basis, shall appoint a nominating committee including the Chairman. The Committee shall consist of two past Presidents and three other members of the Board of Managers who are not past Presidents, giving due recognition to representation by regions. The Committee shall nominate a candidate for each office to be voted on biennially at the annual meeting and shall report such nominations biennially to the March meeting of the Board. The Board may accept or reject any nominations made by this Committee and may substitute its own nominations in place of those rejected.

2. Other nominations for any office may be made in writing on a biennial basis addressed to the Secretary signed by at least twenty-five members of the Society in good standing, provided that any such nominations to be included on the ballot must be received by the Secretary at least thirty days prior to the Annual Meeting. All written nominations shall, upon request, be made available for inspection by any member.

SECTION VI
BALLOTS

1. The Board of Managers shall have the right to determine the format of the ballot but the content of the ballot for any election shall be determined by the Secretary.

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

3. Any member may vote for any other member for any office although such other member was not nominated.

SECTION VII
VOTING PERSONALLY OR BY MAIL

1. When in physical attendance, members may vote for officers and managers to be elected at the Annual Meeting of a biennial election year either by casting their ballots personally as prescribed in Section IX of these By-Laws or by mail in accordance with instructions on or with said ballot. When not in physical attendance, only ballots received by mail, within the dates allowed, will be counted.

2. Any other resolution(s) or question(s) to be voted on at the Annual Meeting shall be determined by the vote of those members present thereat.

SECTION VIII INSPECTORS OF ELECTION

Prior to the Annual Meeting of a biennial year, the President shall appoint three Inspectors of Election. Failure of an Inspector to attend at the opening of the polls at a meeting with physical attendance of the members shall make his place vacant. Any vacancies shall be filled by the President or presiding officer at the meeting and in the case that none of the Inspectors attend, other Inspectors shall be appointed by the President or presiding officer at the meeting. When a biennial election occurs at an Annual Meeting without physical attendance, the Secretary or other individual who receives the ballots and who has inspected the envelopes shall deliver the unopened envelopes to one of the inspectors prior to the meeting. The Inspectors will then meet prior to the meeting and follow accepted procedures to inspect and count the ballots. The results will then be reported in writing or by email, prior to or at the meeting, to the President or presiding officer at the meeting. If it is impossible due to existing circumstances for the ballots to be delivered to an Inspector or for the Inspectors to meet, the process shall take place as soon as possible when circumstances permit, with the results of the election reported to the President in writing or by email.

SECTION IX BIENNIAL ELECTION

1. The polls for the biennial election shall be opened by the President or presiding officer at the opening of the meeting and shall remain open for one hour after the opening of the meeting. On the closing of the polls, the Inspectors of Election shall canvass the votes cast and without delay certify to the presiding officer, over their signatures, the result and declare elected the persons receiving a majority of votes.

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

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

SECTION X QUORUMS

1. Fifteen members of the Society shall constitute a quorum at its annual meeting or any special meeting of the Society.

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

3. Each committee must have a majority of its members present to constitute a quorum to conduct business.

SECTION XI
MEMBERS CONTACT INFORMATION

It shall be the duty of each member to inform his Chapter of his contact information, including address, phone number and email address and any changes thereto. Any notice required by the Constitution or By-Laws sent to the address or email address on file with the Chapter, shall be sufficient service of such notice.

SECTION XII
PRESIDENT

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

SECTION XIII
VICE-PRESIDENTS

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

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

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

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

SECTION XIV SECRETARY

1. He shall keep the minutes and records and conduct the correspondence of the Society and of the Board of Managers.

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

3. He shall notify all members and officers of their election and issue notices for all meetings of the Society and the Board of Managers.

4. He shall have the custody of the seal and perform the usual duties of the office and may be paid a salary, or expenses, in such amount as the Board of Managers may determine. He shall also advise the Board of Managers at the annual meeting of any members, that he is aware of who have died in the previous year.

SECTION XV TREASURER

1. The Treasurer shall collect all fees, dues and other funds of the Society, deposit the same weekly in the name of the Society in one or more banks approved by the Board of Managers, and withdraw the same only by check. All transfers and investment authorizations shall be signed by any two of the following officers: Treasurer or Assistant Treasurer and the President or any of the four Vice-Presidents. The Treasurer shall furnish from time to time such information relative to the funds of the Society, as either the Society or the Board of Managers shall require.

2. The Treasurer shall submit to the Board of Managers for their approval, at each regular meeting, a financial report. Said report shall be submitted to the Finance Committee for its approval three weeks prior to each regular meeting. At the Annual Meeting a summary report for the prior year approved by the Finance Committee shall be read into the minutes and become a part of the records of the Society.

3. He shall prepare an annual budget of receipts and disbursements for approval by the Board of Managers at their November meeting. In the budget's preparation, he shall seek and consider the views of the Finance Committee and the President.

4. He shall give such security for the faithful performance of his duties as the Society or the Board of Managers may require. Such security shall be paid for by the Society. He shall provide for online access to and on demand viewing privileges for the Chairman of the Finance Committee or his designee and the President or his designee, of all checking, savings and/or investment accounts of the Society.

5. He shall pay claims only in accordance with approved budgeted items or pay claims approved by the Board of Managers or items approved by the Executive Committee if between meetings. He should immediately inform the President and the

Finance Committee Chairman if a requested disbursement will cause a budget category to become negative and recommend action to cover the shortfall. In no event shall an item or claim be paid if funds are not available.

6. All monies of the Society shall be held in two funds, viz, the General Fund and the Permanent Fund.

6(a). The General Fund shall consist of all monies received from the current income of the Society, and such monies as may from time to time be voted to this Fund by the Board of Managers. Expenses of the Society shall be paid from this Fund. The income from the Permanent Fund may be placed in the General Fund and be available for the general purposes of the Society. The General Fund shall be under the direction and control of the Board of Managers. The Treasurer shall segregate National dues and donations collected from members, as a separate category within the General Fund and show the same as a separate line item in his reports to make it clear that such monies are not an asset of the Society.

6(b). The Permanent Fund shall consist of all present monies of the Society, exclusive of those monies now held in the General Fund, together with all stocks, bonds, or other evidence of indebtedness, now held in the name of the Society. There shall be added to such fund monies received by the Society from gifts, testamentary bequests or other sources in such amounts as may be determined by the Board of Managers. The Board of Managers shall have authority to transfer monies to this fund from the General Fund whenever, in the exercise of reasonable discretion, the Board determines that such monies will not be needed by the Society to meet any foreseeable expenses for the current fiscal year. All monies earned by this fund shall remain in the fund except as hereinafter provided in this section. This fund shall be invested and reinvested with the approval of the Board of Managers and in accordance with the laws of the State relating to the investment of trust funds. The whole or any portion of this fund, under the direction of the Board of Managers, may be used for furnishing the Society's headquarters or for any other purposes germane to the general objectives of the Society, if so authorized by a three-fourths vote of the members voting at the annual meeting of the Society or at a special meeting called for that purpose, provided that written notice stating that such expenditure is to be considered, be given to all members at least fifteen days prior to the meeting.

6(c). The goals of the Society's financial management shall be:

- (i) to assure fiscal integrity and
- (ii) the augmentation of the Society's ability to fulfill the objectives for which it was founded.

SECTION XVI REGISTRAR

1. The Registrar reviews applications received from Chapter Registrars and to the best of his ability determines if they are ready for transmittal to the National Society and

as necessary works with Chapter Registrars to bring unacceptable applications up to standards; these procedures being subject to any changes initiated by the National Society.

2. The Registrar shall send to the National Society the applications which he has approved together with all supporting documentation. He shall keep a copy of each such application.

3. The Registrar shall at each Annual Meeting make a report to the Board of Managers on the status of pending applications and any changes in National Society policies.

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

SECTION XVII HISTORIAN

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

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

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

SECTION XVIII CHANCELLOR

1. The Chancellor shall be an attorney-at-law and a member in good standing with the New York State Office of Court Administration or he may also be a New York State retired attorney. It shall be his duty to give opinions on legal matters affecting the Society when such questions are referred to him by proper officers.

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

SECTION XIX CHAPLAIN

The Chaplain may be a regularly ordained clergyman or a lay minister of any

denomination or religion present and commonly practiced in the American Colonies and States between 1760 and 1790, and he shall perform such duties as ordinarily appertain to this office.

SECTION XX STANDING COMMITTEES

1. At the annual meeting in each year or immediately thereafter, the President shall appoint the following committees for the ensuing year:

Executive	Awards
Finance	Publicity
Membership	Investment
Fundraising	

2. The chairman, membership and numbers of these committees shall be left to the judgment of the President.

3. The President may also appoint such other special committees and its chairman and members at any time, as he may deem necessary, and define their respective duties.

SECTION XXI EXECUTIVE COMMITTEE

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

SECTION XXII FINANCE COMMITTEE

The Finance Committee shall audit the books and investment accounts of the Society along with the reports of the Treasurer prior to them being presented to the Board of Managers. The Finance Committee shall report from time to time to the Society and to the Board of Managers, and whenever it shall be directed by the President or the Society or the Board of Managers. The Treasurer shall furnish it with such information as it shall desire. The Treasurer shall not be a member of the Finance Committee, but shall attend the meetings of the same when invited to do so.

SECTION XXIII
MEMBERSHIP COMMITTEE

The Membership Committee shall actively engage in the promotion and recruitment of properly qualified new members for the Empire State Society of the Sons of the American Revolution. This Committee shall aid the Chapter Membership Committee of each Chapter in recruiting new members.

SECTION XXIV
INVESTMENT COMMITTEE

1. The Investment Committee shall consist of the President, a Vice-President, the Secretary, and Treasurer of the Society, and one additional member from the Board of Managers.

2. The Investment Committee under the direction and control of the Board of Managers shall have charge of the investment of the funds of the Society. It shall also examine into the financial condition of the Society and suggest ways and means of increasing its revenue consistent with limitations of the risk involved. The Committee should act in a fiduciary capacity and exercise prudent business judgment.

SECTION XXV
DEBTS, CLAIMS AND APPROPRIATIONS

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

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

SECTION XXVI
BOARD OF MANAGERS

1. The Board of Managers shall superintend the interests and affairs of the Society within the limitations of the Constitution and By-Laws. It shall be subject to the direction of the Society.
2. It shall recommend plans to the Society for promoting its purposes.
3. It may require the attendance at any of its meetings of any member of the Society, or any officer or committee, for consultation and advice, or other purpose, and shall enforce obedience to the Constitution and By-Laws of the Society.
4. The Board of Managers shall meet in the months of March, May, September, and November at such times as it shall fix and also on the call of the President.
5. The Board of Managers may at any time appoint such Assistants to any of the officers elected under Article VII, Section 1(a) of the Constitution, as it may deem proper, and fix their respective terms, titles, duties, and compensation.

SECTION XXVII
MISCELLANEOUS

1. No monies of the Society shall be appropriated to any purpose whatever, except for conducting its own business and for the objectives of the Society as specified in the Constitution.
2. All persons who are authorized to sign checks, withdrawals slips or to make deposits on behalf of the Society shall be covered by a Fidelity bond to be paid for by the Society in such amount as the Board of Managers shall prescribe from time to time.
3. The fiscal year shall begin on the first day of January in each year and end on the last day of December of the same year.

SECTION XXVIII
ASSETS OF INACTIVE CHAPTERS

The funds or assets of any Chapter which becomes inactive for a two year period shall automatically revert and inure to the benefit of the Empire State Society. This provision shall apply both prospectively and retroactively.

SECTION XXIX
AMENDMENTS

The By-Laws may be amended by a two-thirds affirmative vote of the Board of Managers present and voting at an annual meeting of the Society or at a Special Meeting of the Society called for that purpose; provided that such amendment(s) must have been

proposed at a prior meeting of the Board of Managers at least thirty days prior thereto and at least fifteen days' notice of such proposed amendment(s) has been sent by the Secretary to each of the members of the Society. Said notice may be deposited in the United States mail and the notice period provided herein shall be computed from the date of such mailing. As an alternative to mailing, giving of the notice may include emailing of the notice to any member having an email address on file with the Secretary or posting the notice on the Society's website or publishing the notice in the Society's newsletter or any of the above in combination, including mailing. If alternative methods to mailing the notice are used, the notice period provided herein shall be computed from the date of emailing, the date of posting or the date of publication.

SECTION XXX PARLIAMENTARY RULES

Robert's Rules of Order Newly Revised, shall be the authority in all questions of Parliamentary law not covered by the Constitution and By-Laws.

SECTION XXXI DISSOLUTION

In the event of dissolution of the Corporation, the Board of Managers shall, pay or make provision for payment of all liabilities of the Corporation. The remaining funds or assets of the Corporation shall automatically revert and inure to the benefit of the National Society.

SECTION XXXII REGULATORY OVERSIGHT

The Corporation's purposes and powers do not include those requiring regulatory oversight.