

**THE RURAL SCHOOLS ASSOCIATION
OF
NEW YORK STATE**

I. The Bylaws of the Association

II. Administrative Procedures

III. Exempt and Part-Time Staff Benefits

IV. Fiscal Practices

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BYLAWS

RURAL SCHOOLS ASSOCIATION
OF
NEW YORK STATE

- Article I Name: Rural Schools Association of New York State
- Article II RSA Mission Statement: The Rural Schools Association (RSA) is a member driven organization that represents the particular interests of the small and rural school districts of New York State. RSA also initiates research, and provides information and services as needed by its members.
- Article III RSA Vision Statement: The schools of New York State that serve small and rural populations will provide the best public education available; vital, effective, and essential to our culture.
- Article IV Membership: Association membership is available to:
 Rural/Small School Districts*
 School Districts Serving a Significant Rural Population
 School Districts in a Rural Setting
 Boards of Cooperative Educational Services (BOCES)
 Supporting Organizations
 Individual Members (non-voting capacity)
- *Education Law, Article 24, Section 1203 (1990) definitions: "Rural Area" shall mean any county with less than two hundred thousand population, or any town which has a population of less than one hundred fifty persons per square mile. "Small" is defined, herein, as any district of 2500 pupils or less.
- Article V Fiscal Year: For organizational purposes, the fiscal year shall extend from July 1 inclusive to June 30.
- Article VI Dues: Dues shall be assessed annually in an amount to be determined by the Board of Directors.
- Article VII Governance: The organization (RSA) shall be governed by a Board of Directors representing the ten zones within New York State (refer to attachment - Zone Map), at-large appointments, and the supporting organizations. A term of office shall become effective at the conclusion of the RSA Annual Meeting in July and continue for a period of three (3) years ending at the conclusion of the Annual Meeting in July of the third year. No two Directors in any zone will serve the same term. The Chair is herein empowered to implement this provision by, when necessary, designating the length of term to which a Director is to be elected prior to the election.

The boundary lines of the ten RSA Zones will be coterminous with BOCES boundaries. In the event BOCES boundary lines are adjusted, appropriate RSA Zone lines will be adjusted, when necessary, by action of the Board of Directors. If a Director's position on the Board is affected by the boundary change, the affected Director will continue as a Director until a new Board member is elected.

The number of Directors per zone will be determined by the number of member districts within that zone as of January 1, of that year, in accordance with the following table:

| <u>Zones (10)</u> | <u>Directors</u> |
|------------------------|------------------|
| 1-10 Member Districts | 1 |
| 11-25 Member Districts | 2 |
| 26+ Member Districts | 3 |

In addition, the Board of Directors may appoint a total of five (5) At-Large Directors to serve for individual three (3) year terms.

Area or regional organizations whose membership is based upon the association of the governing boards of public schools and BOCES, and whose operation is supported by dues/fees collected from public schools and BOCES, which elect to join RSA, are to be represented by the zone in which they are headquartered, shall be counted as ‘member districts’ when determining zone representation on the RSA Board of Directors, and shall be afforded all rights and privileges consistent with full membership.

Supporting Organizations may appoint Directors as follows:

Directors

| | |
|----------------------------------------|---|
| NYS School Boards Association (NYSSBA) | 1 |
| NYS Council of School Superintendents | 1 |
| NYS Congress of Parents/Teachers | 2 |
| NY Farm Bureau | 1 |
| NY Grange | 1 |
| Cornell University | 3 |
| NYS Education Department | 1 |

Election Procedure: Upon a vacancy on the Board of Directors, the Chair of the Board of Directors shall appoint an Elections Committee from the zone affected to administer the election of the new Director(s). It will be the duty of the Elections Committee, consisting of the District Superintendents, to announce vacancies to all member districts of the zone and to seek petitions for candidates. It is desirable that two or more candidates seek each directorship in order to stimulate interest. The Elections Committee shall seek out candidates from among the membership when necessary, and shall seek a strong commitment from each candidate. The Elections Committee shall then conduct the election among all member districts of the zone with each member district allowed one vote per vacancy. The election process shall be completed within sixty (60) days of a vacancy in order to maintain the strength of the Board of Directors.

Eligibility of Zone Director: Any individual who is a superintendent or board member of a member district or member BOCES is eligible to seek the position of Director. Changes in Bylaws will not affect incumbents. In any zone entitled to two or more Directors, at least one Director must be a lay person and one must be a superintendent. Any Director who shall miss three consecutive Board of Directors meetings will be referred to the Executive Committee for review of their Director status. The Chair, acting for the Board of Directors, shall have the authority to excuse a Director's absence. A special election shall be held within sixty (60) days of such a vacancy to fill any unexpired term following the prescribed election procedure.

In the event that a Director, elected while a member of a school district or BOCES board, ceases to be a board member, but maintains his/her residency within the school district or BOCES region, he/she may complete the term of office to which he/she was elected.

In the event that a Director, elected while the superintendent of a school district or

BOCES, ceases, for reasons other than retirement, to be a superintendent within the Zone from which he/she was elected, his/her term as a Director shall terminate effective on the date of separation from employment. Directors, elected while superintendents, may upon their retirement, complete their term, provided residency within the Zone is maintained.

The eligibility and term of office of Directors representing supporting organizations will be determined by the appointing organization.

The eligibility of the At-Large Directors shall be at the discretion of the Board of Directors at the time of appointment.

Article VIII Board of Directors Meetings: The July meeting shall serve as the Annual Meeting of the Rural Schools Association. The Board of Directors shall meet on at least three (3) dates including the Annual Meeting, with specific time and place to be at the discretion of the Executive Committee. Furthermore, the Chair is authorized to call Special Meetings; as may be necessary.

Notice of Meetings: Notice of the annual, regular, or any special meeting of members shall be given in the manner required by law and by mailing a copy of the notice of such meeting not less than twenty (20) days prior to the date designated for said meeting. Each voting member shall receive said notification at his/her address recorded with the Rural Schools Association office. Board members wishing to change their mailing address shall cause this change to be made by filing a request with the Rural Schools Association.

Article IX Committees: The Chair of RSA shall be an ex officio member of all standing and ad hoc committees. The following committees and RSA representatives to committees shall be appointed by the Chair of the Board of Directors with approval from the Board:

Executive Committee will be composed of the Chair, the Vice Chair, the Chair of RSA standing committees, and such other Directors as the Chair of the Board of Directors shall appoint. The membership of the Executive Committee must represent at least three members of boards of education, three school administrators, and three members from supporting organizations. A Director may represent more than one category. The RSA Executive Director shall serve as an ex officio member. The RSA Executive Committee will provide assistance in conducting regional and local meetings called to consider the interests of RSA members. The Executive Committee is empowered to act on behalf of the Board of Directors between meetings of the Board on administrative matters requiring timely action.

Standing Committees as follows: Legislative; Member Service; Research, Grants, & Member Surveys; Policy and Long-Range Planning; Annual Conference. With the exception of the Annual Conference Committee, each committee shall have a Chair and Vice-Chair appointed from the Board of Directors. In addition, the Deputy Executive Director shall serve as an ex officio member of the Legislative Committee to assist the Chair as needed. Standing committees shall be composed of lay members and school administrators. They shall represent a broad geographical area. Non-directors may be appointed by the RSA Chair to committees for additional expertise. When possible, committee meetings will be held in conjunction with regularly scheduled meetings of the Board of Directors.

Ad Hoc Committees will be appointed as necessary to consider specific Board-directed assignments.

“Commissioner’s Advisory Council of School Board Members”: Representatives to the Commissioner’s Advisory Council of School Board Members will include the RSA Chair or his/her designee and additional Directors who are school board members as invited by the NY State Commissioner of Education. Representatives may serve up to three (3) consecutive years, and terms shall be adjusted to afford experienced representation.

Article X Officers: At every other Annual Meeting, the Board of Directors shall elect a Chair and Vice-Chair from its membership, for a term of office of two years, to assume office at the end of the Annual Meeting. The Chair shall alternate between a lay person and a school employee. (See below for definition) Both officials shall serve in similar capacities on the Executive Committee. If the Chair is unable to complete the term of office, the Vice Chair shall act as the Chair. The Chair and Vice Chair of all other committees shall be appointed by the Chair of the Board of Directors. The Immediate-Past Chair of RSA will serve on the Board of Directors, with voting privileges, for two years, following his/her term as Chair.

“Lay person” (Minutes 4/16/99): by formal resolution "lay person" excludes any director employed in a professional capacity by a school district, BOCES, or the State Education Department and any of the Cornell representatives to the board.

Former Chairs and Vice Chairs of the Board of Directors will be invited to attend and encouraged to participate in all activities of the Rural Schools Association as non-voting members.

Article XI Quorum: At Board of Directors meetings, a quorum shall consist of a simple majority. At the Executive Committee meetings, a majority of the Directors belonging to that Committee shall constitute a quorum.

Article XII Administrative Staffing: The Board of Directors shall appoint an Executive Director and such other staff as necessary. The Board of Directors shall designate qualifications and responsibilities of these positions.

Article XIII Office Location: The RSA Office on the Cornell University campus is located at 275G in Warren Hall, Ithaca, NY. The RSA Office in Latham, NY is located at 24 Century Hill Drive, Suite 200-A, Latham, NY 12110.

Article XIV Parliamentary Authority: Robert’s Rules of Order, Newly Revised, shall govern Deliberations of the RSA Board of Directors.

Article XV Amendments of Bylaws: These Bylaws may be amended at any regular meeting of the Board of Directors, at a special meeting called for that purpose, or by mailed ballots by the Directors. Of the total number of Directors, a two-thirds vote in favor will be required for an amendment to be approved. The proposed amendment must be sent to the Directors at least two (2) weeks prior to the meeting at which it is to be considered.

ADMINISTRATIVE PROCEDURES

RURAL SCHOOLS ASSOCIATION
OF
NEW YORK STATE

Adopted: July 14, 1985
Amended: May, 2000
Revised: April 2, 2004, July 10, 2016

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A. ORGANIZATION

AA. Organizational Goals

1. Provide strong advocacy for unique rural needs and concerns.
2. Initiate research pertinent to rural/small school district needs and disseminate results.
3. Conduct regional and statewide conferences concerning the broad issues facing RSA members.
4. Provide information and expertise to rural/small districts.
5. Promote communication among members and with the public.
6. Serve as a clearinghouse for information related to rural schools and their communities.

AB. Support and Membership

The Rural Schools Association is a statewide organization representing the interests of rural and small school districts of the State of New York. The RSA seeks to provide maximum service for all members. Special attention is given to individual school district issues.

The Association is supported by membership fees; by the College of Agriculture and Life Sciences, Cornell University; by individual memberships; from grants; and fees for services.

Membership in the Rural Schools Association is available to educational institutions and corporations on an affiliate rather than a voting basis. Contributions may be accepted and recognized. Dues will be assessed annually as determined by the Board of Directors.

AC. Services:

1. Regional and statewide conferences are held to solicit input from members and to develop action strategies.
2. Research is undertaken by qualified staff to analyze rural/small school district needs. This information is made available to decision-making groups to assist them in reaching informed judgments.
3. Data concerning rural school needs are transmitted to legislative, governmental, and educational leaders via written position papers, oral testimony at official hearings, or visits by RSA staff members and Directors.
4. Liaison and communication is effected with members, the public, and with cooperating organizations via newsletters, news releases, special bulletins, and periodicals. Staff

members visit organizations throughout the state to describe RSA activities, conduct seminars, and solicit suggestions from members.

5. The RSA serves as a clearinghouse by relaying information concerning instructional and management techniques.
6. Other services may be provided as requested.

B. THE BOARD OF DIRECTORS

BA. Duties of Directors:

1. Attend scheduled meetings of the Board.
2. Actively serve on committees.
3. Promote the Association with the public and member districts.
4. Serve as a liaison between the individual zone and the Board of Directors.
5. Be active in legislative matters.

BB. Orientation of New Members

The Board of Directors will provide new members of the Board with information necessary to execute their responsibilities. The Chair and Vice Chair will conduct orientation programs, as needed, to familiarize new members with their duties.

BC. The Board of Directors and its employees shall be indemnified for any and all acts taken pursuant to their responsibilities to and affiliation with The Rural Schools Association of New York State, Inc. RSA will maintain insurance sufficient for such purposes.

C. MEETINGS OF THE BOARD OF DIRECTORS.

CA. Agenda of Meetings

The meeting agenda shall accompany the notice of meeting and be forwarded to the Directors not less than twenty (20) days prior to the date designated for the meeting.

At all regular meetings, the order of business shall be as follows unless a change in such order shall be consented to by a majority of members present:

1. Call to Order
2. Quorum Check
3. Appoint a Secretary Pro Tempore

4. Old Business
 - a) Minutes
 - b) Follow-ups -- Previous Meetings
 - c) Financial Report

5. New Business
 - a) Reports of Committees
 - b) Report of Executive Director
 - c) Action on New Business
 - d) Planning
 - e) Miscellaneous
 - f) Adjournment

CB. Minutes of Meetings

The minutes will comprise a legal record of all action completed in sessions conducted by the Board of Directors. They will include a record of each Board meeting, all business transacted, and all important topics discussed.

The minutes of the previous meeting shall be attached to an agenda and be forwarded to each Director prior to the date of the next meeting.

D. COMMITTEES

DA. Executive Committee

It shall be the responsibility of this committee to receive reports from committees and to submit appropriate recommendations concerning these to the Board of Directors. The committee is responsible for adopting agendas for meetings of the Board, adopting an annual calendar of meetings, and acting on behalf of the Board as stipulated in the Bylaws of the organization.

DB. Legislative Committee

This committee shall prioritize and present educational concerns of small/rural districts to the Rural Schools Association membership. Committee responsibility is to organize educational meetings with legislative officials, the State Education Department, the Board of Regents, and officials of governmental organizations. The committee will solicit and consider suggestions from the membership and develop position statements outlining the concerns and effects of proposed legislation and regulations on member districts. The committee will strive to unite program members in a common effort to serve the RSA membership. The Executive Director or designee shall serve as secretary to the Legislative Committee.

DC. Member Service Committee

This committee shall endeavor to seek maximum participation in the Rural Schools Association of all rural/small school districts in New York State. Periodically, the committee has the responsibility to ascertain if the Association is best serving the needs of the members. The

committee shall develop plans for the promotion and public awareness of the efforts of the RSA on behalf of the rural community of New York. They shall also provide assistance to zones in attracting new members and information to assist zones in conducting meaningful local programs. They shall serve as a clearinghouse for successful ideas.

DD. Policy and Long-Range Planning Committee

It shall be the responsibility of the Board of Directors to consider and give final approval to policies recommended by the Policy and Long-Range Planning Committee. In preparing policy recommendations to the Board, the Policy and Long-Range Planning Committee will:

1. Periodically review existing organizational policies and recommend any necessary revisions or addenda.
2. Consider the need for drafting new or additional policies.
3. Consider requests for policy action as submitted by the Board of Directors or received from members.
4. Review requests to assist the full Board or officers for the Association in the application or interpretation of all existing policies.

Additionally, the committee shall have the responsibility to assess present activities of the Rural Schools Association, to review possible future needs of district members, and to recommend to the Executive Committee goals and attendant strategies to best serve the needs of RSA members.

DE. Research, Grants, and Member Surveys Committee

This committee shall prioritize the research needs of district members to develop an ongoing research program. Liaison shall be maintained with research staff at Cornell University for purposes of coordination and cooperation. The committee shall actively monitor projects authorized by this program and will seek all possible grant funds to support recommended programs.

In addition, this committee shall develop member surveys to gather information needed for research purposes and legislative action.

DF. Annual Conference Committee

This committee shall complete all necessary plans and details involved with the Annual Conference. The committee will report to the Executive Committee.

DG. Ad Hoc Committees

Ad Hoc Committees will be appointed by the Chair as needed to consider specific Board-directed assignments.

E. AWARDS

Consideration will be given for the granting of one or more annual awards in each of three categories.

EA. Anne Z. Paulin Distinguished Service Award

May be made to a deserving person or persons who, in the judgment of the Awards Committee, has made significant contributions in the interest of New York State's rural schools through their work within the Rural Schools Association. (**School Board Member**)

EB. RSA Appreciation Award

This award may be made to a person or persons not directly related to the Rural Schools Association, who in the judgment of the Awards Committee warrants recognition for specific contributions in the interest of New York State's rural schools.

EC. William H. Deming Recognition Award

This award may be made to the person or persons who, in the judgment of the Awards Committee, should be recognized for long-term and meritorious service to education. (**School Administrator**)

ED. Dr. James Dawson Lifetime Service Award

This award may be made to a person(s) who, in the judgment of the Awards Committee has devoted a significant portion of their career in meritorious service to public education. In need not be awarded every year, but should be reserved for those instances where an individual has exemplified service over a long period of time.

EE. Procedure

Each member of the Board of Directors will be afforded the opportunity to nominate individuals for awards. A listing of all nominees will then be provided to the Awards Committee for selection. The names of the recipients are to be confidential until the presentation is made.

F. ZONES

FA. Zone Functions

Regionally, Directors are encouraged to organize support and involvement for the goals and activities of the Rural Schools Association.

FB. Elections of Directors

Upon a vacancy on the Board of Directors, the Chair of the Board of Directors shall appoint an Elections Committee from the zone affected to administer the election of new Director(s). It will

be the duty of the Elections Committee to announce vacancies to all member districts of the zone and to seek petitions for candidates. It is desirable that two or more candidates seek each directorship in order to stimulate interest. The Elections Committee shall seek out candidates from among the membership when necessary, and shall seek a strong commitment from each candidate. The Elections Committee shall then conduct the election among all member districts of the zone with each member district allowed one vote per vacancy. The election process shall be completed within sixty (60) days of a vacancy. The BOCES District Superintendent or Superintendents representing the affected zone experiencing a vacancy may recommend a candidate(s) for consideration, to the Board of Directors.

FC. Reporting to Other Zones

Zone Directors are encouraged to share information concerning RSA matters with Directors of other zones.

G. PERSONNEL

GA. Position Description

Executive Director, Rural Schools Association (Unpaid Cornell Appointment)

Qualifications:

1. Experience in school district management and in school/community relations.
2. Knowledge of finances, program, and personnel policies of public schools.
3. Acquaintance with educational governance at the state and local level.
4. Ability to work effectively with school boards, administrators, state officials, educational and rural agencies.
5. Ability to relate, act in liaison with university faculty and researchers.
6. Ability to communicate effectively orally and in writing.
7. Such other qualifications of academic, professional, and personal excellence as the Board of Directors, Rural Schools Association, may require.

Reports to: Chair, Board of Directors, Rural Schools Association

Job Goal: To lead and serve the Rural Schools Association of New York State in providing information, advocacy, and assistance to the small rural school schools of New York State.

Assume overall responsibility for the operations of the Association which include but are not limited to the following:

1. Serves as Chief Administrative Officer for the Board of Directors, Rural Schools Association, and execute policy as drafted by the Board.

2. Attend all meetings of the Board, providing information and submit recommendations relative to all matters considered by the Board.
3. Represent the Rural School Association before the statewide community.
4. Directs activities of the Rural Schools Association in areas relating to research, legislative activity, and the sharing of information.
5. Perform services for small and rural school districts of New York as requested.
6. Maintain liaison with other organizations having interests of mutual concern with the Rural Schools Association.
7. Organize conferences or workshops as directed by the Board.
8. Insure proper fiscal management and procedures as outlined in the Association's By-laws.
9. Serve as Secretary/Treasurer of the Association

Terms of Employment: Contract terms and salary to be determined by the Board of Directors.

GB. Annual Report of the Executive Director

At the Annual Organization Meeting of the Board of Directors, conducted during the month of July, the Executive Director shall prepare a comprehensive report for review by the Directors. Such report shall contain details of the activities in which this organization has been involved during the preceding year and an analysis of the contributions made by this program to its members. The report shall include recommendations of the Executive Director pertinent to the future endeavor of this program to better serve its membership.

GC(a). Evaluation of the Executive Director

Prior to the Annual Meeting, the Executive Committee will devote a partial session to the evaluation of the Executive Director. During the evaluation session, the Executive Director may be present upon the request of the Executive Committee. Following the evaluation, the compilation of the results will be made available to the Executive Director, and he/she may be invited to review the results in consultation with Board members.

GC(b). Performance Evaluation for the Executive Director

1. Personal Characteristics
2. Leadership Characteristics (willingness to make decisions and accept responsibility; forcefulness; enthusiasm; and initiative shown in work)
3. Success in Problem Solving (judgment, logical thinking)
4. Courage and Integrity (ability to face controversy)
5. Professional Knowledge and Understanding (keeps current on educational trends)

6. Ability to Communicate
7. Ability to Organize and Plan
8. Receptivity to Change (ability to effect desirable change)
9. District/BOCES/State/Federal Relations
10. Speaking and Writing
11. General Cooperation
12. Financial Management
13. Involvement of Others

GD. Deputy Executive Director and Associate Directors

Qualifications

1. Background and experience with administration in a rural school environment with extensive knowledge of public school finance and governance issues.
2. An understanding of the unique characteristics of small and rural schools.
3. Requirements necessary to fulfill the responsibilities of the position of Senior Extension Associate, Cooperative Extension Service, Cornell University;
4. Such additional qualifications or alternatives to the above as the Board of Directors of the Rural Schools Association may find appropriate and acceptable.

Reports to: Executive Director

Job Goal: To contribute to the efficient operation of the Office of the Rural Schools Association and to provide maximum possible service to members of the Association.

Responsibilities:

1. Acts independently as an extension of the Executive Director, providing leadership in organization of events, communication and services for members, statewide meetings, advocacy, and special projects;
2. Leads annual conference planning and other events as directed;
3. Assists with continuing projects and research, including liaison and meetings with researchers, professional educators, and government agencies;
4. Represents the Rural School Association before the public, as directed, and provides liaison with allied organizations, such as, NYS School Boards Association, NYS council of School Superintendents, National Rural Education Association, Legislative Commission on Rural Resources;

5. Assists the Executive Director in managing financial records, particularly for the annual conference and other special events;
6. Organizes the legislative informational and advocacy activities of the Rural Schools Association and coordinates with the Rural Schools Foundation;
7. Performs other related tasks as assigned by the Executive Director, and acts as interim chief administrator during the absence of the Executive Director.

Terms of Employment: Contract terms and salary to be determined by the Board of Directors, acting cooperatively with the Cornell Faculty Liaison to RSA where appropriate.

Evaluation: Using the same criteria as for the Executive Director and reported to the Board of Directors, the Executive Director will evaluate performance of this position annually, in consultation with the Cornell Faculty Liaison.

GF. Position Description - Office Professional

Qualifications

1. Graduation from a senior high school, including or supplemented by courses in English, typing, accounting, office technology, and business practices.
2. Three years of satisfactory clerical experience or any equivalent combination of training and experience sufficient to indicate ability to perform responsibly.
3. Knowledge of office procedures and equipment.
4. Ability to respond to the public tactfully and courteously.

Reports to: Executive Director

Job Goal: To provide general secretarial and office management service for the Rural Schools Association.

Responsibilities

1. Prepare letters, bulletins, reports, and other materials.
2. Provide service as a receptionist.
3. Prepare monthly billings to member school districts, receive dues, and other payments, and maintain office records and files.
4. Operate and seeks maintenance and support for a variety of office machines as needed.
5. Assist in compiling, preparing, duplicating, and mailing newsletters, and other office publications.
6. Assume responsibility for delivery of incoming/outgoing mail.

7. Assist with schedules and travel arrangements for the Executive Director and Deputy Executive Director as needed.
8. Upon direction, make arrangements for conferences and workshops both on and off campus.
9. Performs those additional duties as may be periodically assigned by the Executive Director.

Terms of Employment: The salary as per arrangement with Cornell, and working schedule to be determined by the Board of Directors in accordance with terms of conditions of employment administered by the Cornell Faculty Liaison.

Evaluation: An annual performance review of this position is to be completed by the Executive Director and reported to the Board of Directors, in consultation with the Cornell Faculty Liaison.

H. FISCAL MANAGEMENT

HA. Preparation of Annual Budget

It shall be the responsibility of the Executive Director to prepare a recommended Association budget for the ensuing year and present it to the Executive Committee prior to the July meeting of the Board of Directors. The Executive Committee shall review this proposal, effect needed revision, and submit the final recommendations for the enactment by the Board of Directors at the Annual Meeting of the Board held in July.

RSANYS FISCAL PRACTICES

To ensure the fiscal integrity of the Rural Schools Association of New York State, Inc. (RSANYS) RSANYS shall abide by all provisions of the not-for-profit corporation laws as well as accepted general accounting practices, including securing periodic outside audits.

CONTRACTS

The executive director or the assistant executive director and the deputy executive director must approve any contract to which the Association shall be a party before the contract is executed.

In addition, all RSANYS purchase contracts involving expenditures in excess of five thousand dollars (\$5,000) shall be competitively bid. The competitive bidding requirement may be waived in unforeseen situations as determined by the executive director.

The executive director shall develop procedures to ensure:

- A fair process for competitive bidding.
- Sufficient documentation is compiled and maintained throughout the bidding process.
- Sufficient flexibility is built into the bidding process to enable the executive director to excuse minor deviations from the process.

- RSANYS retains the authority to reject any and all bids at any time prior to the award of the contract.

RESERVE FUNDS

RSANYS will establish reserve funds that will be sufficient to ensure that RSANYS has the financial capability to continue to provide necessary services to its members in both the short and long-term.

Operating Reserve Fund

The purpose of the operating reserve fund is to sustain basic operations including contractual debt service and core member services during a short-term economic downturn, and to cover unbudgeted and extraordinary expenditures brought about by unanticipated challenges or opportunities.

The Board of Directors has established an operating reserve goal of one year's operating expenses for these contingencies.

CHECK SIGNING AUTHORITY

All RSANYS checks in an amount below five thousand dollars (\$5,000.00) shall bear the signature of one of the following persons: executive director, deputy executive director or the individual providing bookkeeping services to RSA, on the authority of one of the above named individuals. All RSANYS checks written in an amount of five thousand dollars (\$5,000) or more shall bear signatures of two (2) of the above persons.

For purposes of this policy, "check" shall not include any instrument used solely to transfer funds between RSANYS accounts.

INVESTMENTS

Objectives

In order to meet RSANYS's financial responsibility to the members, the board of directors will ensure that financial resources are invested carefully, diligently and prudently. The board has established the following objectives for RSANYS investments:

- minimization of risk;
- sufficient liquidity to meet operating needs;
- preservation of capital; and
- minimization of third party fees.

In order to meet these objectives, the executive director, and the deputy executive director will jointly manage the investment strategies by developing, maintaining and, when appropriate, terminating business relationships with particular financial institutions. They will seek the advice of competent professionals in making investment decisions. The executive director, in consultation with the Executive Committee of the Board of Directors shall be responsible for broad oversight of RSANYS's

investments, ensuring that they are appropriate and are managed in accordance with law and board policy. The executive director and the deputy executive director will provide day-to-day oversight and management of RSANYS's investments.

The executive director and deputy executive director are authorized to invest and act as joint signatories for all funds in the following classes of assets:

- cash and cash equivalents;
- fixed income assets; and
- equity securities.

Investment Definitions

For purposes of this policy “cash and cash equivalents” shall mean and be limited to cash accounts, short term (less than one year) United States treasuries, short term certificates of deposit and money market funds held in reputable financial institutions.

“Fixed income assets” shall mean and be limited to United States treasuries, certificates of deposit, domestic commercial paper and issues of domestic corporate debt. The duration of maturity for fixed income assets may range from three (3) months to ten (10) years. All holdings must be A or AA or AAA rated investments. No more than three hundred thousand dollars (\$300,000) may be invested in the fixed income assets of any one issuer, unless the asset is issued or guaranteed by the United States government or its agencies. A well-laddered portfolio over a range of maturities is to be achieved.

“Equity securities” shall mean and be limited to domestic and foreign common stocks, Exchange Traded Funds, preferred stocks, convertible securities, rights and warrants traded on United States stock exchanges. Investments must be made in well-established quality companies, including smaller companies, whose securities enjoy ready marketability. The investment manager(s) will have investment discretion within the following guidelines.

Annual Review and Investment Guidelines

- Investments will be reviewed annually by the board as part of the board's annual approval of the association's annual budget.
- All equity securities, government securities and fixed income assets must be purchased in the public market and held by a third party custodian.
- All accounts will be fully insured, whenever possible.
- Prohibited investments and activities shall include, but not be limited to the following:
 - investments in unregistered or restricted stock;
 - investments in securities of the investment manager;

- margin purchases;
- investments in commodities;
- short-selling;
- borrowing;
- use of options, futures and hedging transactions.

AUTHORIZED TRAVEL EXPENSES

The Rural Schools Association of New York State, Inc. shall reimburse reasonable, actual and necessary expenses for travel in connection with RSANYS-related business upon receipt of a signed and approved business trip reimbursement claim sheet in accordance with the provisions set forth below, or a complete set of receipts for a travel event. Reimbursement must be reconciled within forty-five (45) days unless expressly authorized in writing by the executive director or the deputy executive director. Receipts received after a fiscal year has been audited will not be reimbursed. Persons authorized to travel on RSANYS-related business are expected to do so in an economical manner.

These provisions shall apply to all members of the RSANYS Board of Directors (board), all RSANYS staff, all RSANYS committee and task force members, as well as individuals who, at the request of the board chair or executive director, are asked to represent the Association at local and/or statewide events, and members and/or designated officers of local associations who serve RSANYS when they are invited to attend RSANYS committee or task force meetings.

Transportation

Air Travel. Air travel shall be reimbursed at the lowest feasible fare available and shall not exceed regular coach class fare. Appropriate documentation from the carrier shall be attached to the claim submitted in order to receive reimbursement.

Train or Bus Travel. Rail or bus travel is authorized by the most direct route. Reimbursement shall be the actual cost. Appropriate documentation from the carrier shall be attached to the claim submitted in order to receive reimbursement.

Automobile Travel. Personal automobiles may be used for RSANYS-related travel. Mileage reimbursement shall be at the level approved by the Internal Revenue Service. Staff traveling on RSANYS-related business may use a rental car when the cost of mileage is expected to exceed the cost of the rental including estimated gasoline charges. The cost of tolls and/or parking will be reimbursed. Receipts for tolls and parking must be attached to the claim.

Rental Automobile Travel. Rental car expenses will be reimbursed only if authorized in advance by the executive director. Receipts must be attached.

Taxi, Limousine or Local Public Transportation Travel. Taxi, limousine or other local public transportation costs incurred in conducting RSANYS-related business are authorized. Receipts for taxis

and limousines must be attached to the claim form to substantiate the expense. Local public transportation, such as city buses and subways, do not require receipts.

Lodging

Persons traveling on RSANYS-related business are expected to secure a reasonable rate for necessary hotel accommodations. When the rate is pre-determined by the organization sponsoring the event, the traveler shall secure a room rate at no more than the pre-determined rate. Hotel accommodations at a rate other than a reasonable rate or a pre-determined rate described above will be reimbursed only if approved by the executive director prior to the stay.

Persons traveling on RSANYS-related business will be reimbursed for the cost of hotel accommodations for the night before through the final night of an event, provided travel schedules so require. The cost of hotel accommodations for a longer period of time will be reimbursed only if approved by the executive director prior to the stay.

Whenever possible, persons traveling on RSANYS-related business should arrange to have the cost of hotel accommodations billed directly to the RSANYS account. Detailed receipts must accompany all requests for reimbursement for hotel accommodations.

Meals

Total meal charges, including gratuities, for persons traveling on RSANYS-related business shall be reimbursed, provided the total amount is reasonable for the location and setting. Meals ordered from room service are subject to the same guidelines as any other meals. RSANYS will reimburse the actual cost of any meal served at a group function, such as a convention or workshop, where the price for such a meal is fixed in advance by the sponsor of the function. Detailed receipts must accompany all requests for reimbursement of meal costs.

Gratuities

Gratuities, where appropriate, shall not exceed 20%.

Personal Expenses

RSANYS does not reimburse persons traveling on RSANYS-related business for personal expenses including, but not limited to pay television, theater and show tickets and telephone calls and transportation costs unrelated to RSANYS business. Health club expenses will be reimbursed if required for health reasons. Alcohol purchases will be reimbursed according to the RSANYS policy on alcohol; specifically, the purchase must be related to an RSANYS business related purpose or setting, usually in conjunction with a meal hosted by an RSANYS staff or board member.

Whenever possible, RSANYS will pre-pay the expenses of persons traveling on RSANYS business and shall, to the extent possible, seek to minimize the personal prepayment and payment of expenses by RSANYS staff members. Reimbursement of RSANYS-business related expenses will be reimbursed by RSANYS as expeditiously as possible.

AUTHORIZED EXPENSES FOR PROGRAM PARTICIPANTS

RSANYS programs are intended to be self-sustaining. Accordingly, RSANYS does not pay the expenses of persons who participate in RSANYS-sponsored programs.

Program participants who attend any portion of a program other than that portion in which they are directly involved shall be required to pay the program registration fee. The executive director is authorized to reduce or waive registration fees for program participants.

Modest honoraria may be offered at the discretion of the executive director to persons who participate as presenters in RSANYS-sponsored programs.

The executive director or his designee is authorized to negotiate contractual agreements with speakers or entertainers or their agents regarding their participation at RSANYS-sponsored programs, as program needs warrant.

PURCHASES

The executive director (or his or her designee) shall have the authority to make purchases in furtherance of RSANYS business, up to the amount of five thousand (\$5,000.) dollars, subject to periodic board of director review of the budget. Purchases above this amount shall require approval of the Executive Committee of the Board of Directors.

Memorandum of Understanding with Cornell University

A Memorandum of Understanding between Cornell University and the Rural Schools Association of New York State, Inc., dated November 1, 2015 and continuing in effect until November 1, 2018 is currently in effect and is specifically incorporated into these bylaws by reference.