BYLAWS OF THE
NEW YORK STATE INTERNAL CONTROL ASSOCIATION

October 2025

Contents

ARTICLE I – GENERAL PROVISIONS

SECTION 1. NAME
The name of this association shall be THE NEW YORK STATE INTERNAL CONTROL ASSOCIATION, as originally established under the Bylaws adopted October 29, 1998, and formally registered under the laws of the State of New York.

SECTION 2. TERMS
As used within these Bylaws:

1. "NYSICA" shall mean The New York State Internal Control Association.
2. "The Board" shall mean The Board of Directors.

SECTION 3. OFFICIAL ADDRESS
The official mailing address of NYSICA is:

PO Box 2005
Empire State Plaza
Albany, NY 12220

The Board may designate a different official address as needed.

SECTION 4. FISCAL YEAR
The fiscal year of NYSICA, as determined by the Board, shall be April 1 to March 31.

SECTION 5. BOOKS AND RECORDS
NYSICA shall maintain accurate and complete records of its activities and transactions, including its Certificate of Incorporation, Bylaws, Board resolutions, and minutes of the Board and committee meetings.

ARTICLE II – PURPOSE

SECTION 1. MISSION
The mission of NYSICA is to provide guidance, resources, and support to internal control officers, auditors, and others in the internal control and risk management community. NYSICA fosters collaboration, shares best practices, and promotes the development and implementation of effective internal control programs and risk management strategies within government agencies, authorities, commissions, and other entities in New York State.

SECTION 2. OBJECTIVES
To advance its mission, NYSICA will:

1. Advocate for high-quality internal control and risk management training programs.
2. Provide professional guidance, resources, and networking opportunities.
3. Serve as a liaison between government entities and control/oversight agencies.
4. Advocate and promote the use of robust systems of internal controls and sound risk management strategies.
5. Support the principles of the New York State Governmental Accountability, Audit and Internal Control Act of 1987 and seek continual improvements of its provisions.

ARTICLE III – MEMBERSHIP

SECTION 1. MEMBERSHIP TYPES
The membership types are as follows:

1. **New York State Government Organization Members**
    a. Includes, but is not limited to, all New York State agencies, departments, university systems, bureaus, divisions, commissions, committees, councils, offices, public authorities, public benefit corporations, bi-state authorities, localities, municipalities, or other governmental entities performing a governmental or proprietary function for the State.
    b. Benefits are described in Section 3.1-6, extended to all employees of the organization. Eligibility for voting rights are described in Section 3.7.

2. **Non-Government Organization Members (Private Sector)**
    a. Any non-governmental entity organizations – nonprofit or for-profit – operating or seeking to operate in New York State.
    b. Benefits are described in Section 3.1-5, extended to all employees of the organization. Eligibility for voting rights are described in Section 3.7.

3. **Individual Members**
    a. Professionals seeking to expand their knowledge of internal controls and risk management.
    b. Benefits and eligibility for voting rights are described in Sections 3.1-5 and 3.7.

4. **Retired Individual Members**
    a. Former active members of the internal control community who have retired.
    b. Benefits are described in Sections 3.1-5 and 3.7.

5. **Honorary Members**
    a. Individuals, designated by the Board, who have made distinguished contributions to NYSICA or the internal control/risk management profession. Only highly noteworthy, widely recognized individuals will be considered for honorary membership. Honorary membership is permanent unless rescinded by the Board.
    b. Benefits are described in Section 3.1-5.

SECTION 2. MEMBERSHIP CONTRIBUTIONS

1. **Dues:** The Board will establish annual dues rates for each membership class described in Article III, Section 1.

2. **Fees:** The Association may collect event fees for special events held (i.e. luncheons, conferences, etc.). For joint events with other entities, the Board will approve a memorandum of understanding detailing fee amounts, collection, revenue sharing and cost allocation.

3. **Members:** A member is eligible to all rights and benefits of their membership class, when annual dues are paid in full. If a payment isn't received, membership status will revert to non-member. The Board, at its discretion, may allow for extended payment terms.

SECTION 3. MEMBERSHIP BENEFITS

Members are entitled to:

1. **Membership Events** – Earn CPE credits through attendance at NYSICA-sponsored membership presentations in accordance with New York State Education Department (NYSED) regulations.

2. **Discounted Conference Pricing** – Receive reduced rates for fee-based events.

3. **Initiatives** – Participate in various NYSICA-sponsored initiatives, workgroups, projects, task forces, or committees.

4. **Right to Petition for Bylaw Changes** – Submit petitions to amend these Bylaws.

5. **Board Advisor Eligibility** – Serve on the Board in an advisory capacity (Article VI).

6. **Board Eligibility** – Serve on the Board of Directors (Article V).

7. **Voting Rights** – Vote in the election of officers and proposed Bylaw changes. New York State Government Organization and Private Sector members must designate one individual for voting rights. In NYS Government Organizations, it is defaulted to the Internal Control Officer. In the absence of an Internal Control Officer, voting rights will be assigned to the entity's Director of Internal Audit. Designation changes

require prior written notice to NYSICA. Individual members are entitled cast their own vote.

ARTICLE IV – PROFESSIONAL EDUCATION

SECTION 1. CONTINUING PROFESSIONAL EDUCATION (CPE) CREDITS
The Board will issue CPE credits as authorized by, and in compliance with, NYSED rules and regulations.

SECTION 2. MEMBERSHIP MEETINGS
NYSICA sponsors membership meetings featuring presentations on internal control and risk management topics. The Board determines the frequency and delivery of these meetings. Members who attend will be eligible to earn CPE credits, while non-members are ineligible.

SECTION 3. EVENTS
NYSICA may host events focused on internal control and risk management topics. The scheduling, delivery method, and location of these events are at the discretion of the Board. Each event will have a dedicated budget that requires Board approval.

Members who attend these events may be eligible to earn CPE credits. Nonmembers may also be eligible to earn CPE credit if there is a fee charged for attendance. However, non-members are not entitled to discounted registration fees offered to members.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. ELIGIBILITY
Individuals elected to serve on the Board of Directors must be New York State Government Organization Members actively involved in internal control, internal audit, or risk management activities.

SECTION 2. RESPONSIBILITIES OF DIRECTORS
Directors are responsible for the governance, strategic planning, financial oversight, operational management, and legal compliance of NYSICA. As fiduciaries, they are entrusted with approving and authorizing essential elements such as budgets, transactions, contracts, and strategic plans. This necessitates exercising the duty of care, acting in good faith, and exercising independent judgment in the best interests of NYSICA.

Directors may also be required to undertake additional duties, or serve as Officers, as outlined in Section 3 of this article.

SECTION 3. OFFICERS

The required Officers of the Board include: President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer.

1. **President**
   The President serves as Board chair; may convene Board meetings as needed; receives and replies to inquiries and correspondence; may chair (with Board approval) Committees or work groups to assist in carrying out the mission of NYSICA; and approves the Board meeting agendas. In the event of a tie in any NYSICA vote, the President shall cast the deciding vote.

2. **President-Elect**
   The President-Elect serves as Board Vice Chair and assumes President responsibilities described in Article VI, Section 2.1 in the absence of the President and may chair (with Board approval) Committees or work groups to assist in carrying out the mission of NYSICA.

3. **Immediate Past President**
   The Immediate Past President serves for one year after serving as President. In this capacity, the Immediate Past President may step in where the President and the President-Elect are unable to fulfill the roles. The Immediate Past President may also chair committees and act under the authority of the Board.

4. **Vice President**
   The Vice President supports the Board President, leads special committees, assists with governance and strategy, and may handle other duties assigned by the President or the Board.

5. **Secretary**
   The Secretary disseminates copies of all NYSICA meeting agendas, treasurer reports and meeting minutes to the Board; arranges for the recording of minutes at all Board meetings; maintains membership lists; and maintains current and past copies of the Bylaws and a history of changes.

6. **Treasurer**
   The Treasurer maintains an accounting for NYSICA funds and expenditures; and has overall responsibility for preparation of financial statements; assures that bank statements are reconciled timely; and signs the checks for disbursement of funds. The Treasurer, in collaboration with the President, will complete, submit, and file all required forms and certifications in compliance with applicable regulatory and oversight bodies.

7. **Director**
   The Board may include up to six (6) additional Directors. Directors vote on all Board issues; serve on one or more Board committees; and may, as necessary, be assigned the tasks and responsibilities associated with one or more roles, including but not limited to:
   a. Newsletter Editor,
   b. Event Registrar,
   c. CPE Coordinator, and/or
   d. Webmaster.

SECTION 4. MEETINGS OF BOARD OF DIRECTORS
The Board shall meet monthly, at a minimum of eight (8) times per year. Meetings may be conducted in person, by telephone, or virtually. Board Directors will receive meeting agendas and relevant materials in advance. Minutes of each meeting will be documented, recorded, and approved by the Board. Meetings shall be governed by Robert's Rules of Order.

A board meeting requires a quorum, defined as half of the members of the Board plus one, to be official. If a quorum cannot be established, routine agenda items can be rescheduled. However, for immediate votes without quorum, the Board may utilize electronic ballots to achieve quorum.

SECTION 5. SPECIAL VOTES
The Board must vote on special circumstances such as purchases above a designated monetary limit, alterations to approved budgets, agreements with other organizations (including co-sponsoring or participating in events), and speaker fee approvals.

SECTION 6. COMPENSATION
Board Officers and Directors are volunteers and receive no compensation for their service. However, they may be reimbursed for reasonable expenses incurred while performing their duties, as outlined in Sections 2 and 3 of Article V. See also Article X Section 1.

ARTICLE VI – BOARD ADVISORS

SECTION 1. ELIGIBILITY
Individuals may be nominated to serve the Board in an advisory capacity. To be eligible, prospective advisors must be NYSICA members and actively engaged in internal control, internal audit, or risk management activities.

SECTION 2. NOMINATION
The Board may nominate individuals for advisory positions based on their expertise, experience, or interest in roles such as those listed in Article V Section 2.7 (a-d). The Board retains the discretion to recruit qualified advisors directly based on their skills, or to solicit applications through written or verbal announcements.

SECTION 3. APPOINTMENT
Resumes and relevant experience of nominated individuals will be presented at a Board meeting for majority approval. Upon approval, individuals will be immediately installed into the respective advisory position(s) for a one-year term. The Board may, at its discretion, adjust the length of the appointment as deemed necessary.

SECTION 4. RESPONSIBILITIES
Advisors are expected to fulfill all duties associated with their appointed role, as determined by the Board. They are also required to provide status reports on their duties to the Board Secretary for inclusion in the monthly Board meetings. While advisors may attend meetings, they do not possess Board voting rights.

SECTION 5. COMPENSATION
Advisors are volunteers and receive no compensation for their service. Advisors may receive reimbursement for reasonable expenses incurred while performing their duties provided prior approval is received by the Board.

ARTICLE VII – BOARD TRANSITIONS

SECTION 1. ELECTION OF THE BOARD

1. **Terms of Office**
   Board Directors and Officers serve two-year terms, except for the President, President-Elect, and Immediate Past President, who each serve one-year terms in their respective positions. Incumbency may terminate or be terminated as outlined in Article VII, Sections 2 and 3 of these Bylaws. Additionally, a President's incumbency may be extended for up to one year by a vote of the Board if the President Elect is unable to fulfill their term.

2. **Timing of Elections**
   Annually, a President Elect shall be elected for a 1-year term, after which they automatically assume the position of President. The outgoing President will then assume the position of Immediate Past President.

   The Secretary and up to three (3) Directors shall be elected every two years in odd-numbered years. The Treasurer, Vice President, and up to three (3) Directors shall be elected every two years in even-numbered years.

3. **Nominations**
   Board vacancies will be announced to the membership no later than January 7th. Members can suggest nominations to the Board prior to the elections. Only members are eligible for nomination. Expiring Board Directors are eligible for nomination to any vacant office.

   All nominations approved by the Board will be presented to the membership for election annually on March 1st. If more than one nominee is proposed for an office, a separate ballot will be cast for that position.

4. **Installation of Directors**
   Newly elected Board Directors shall assume their roles on April 1st, the start of the new fiscal year. Their installation will be announced in the April membership newsletter. In the event of unforeseen delays, the existing Board will continue to serve until the new Officers can be properly installed.

SECTION 2. REMOVAL OF BOARD DIRECTORS AND OFFICERS

1. **Removal**
   A Board Director may be removed for cause by majority vote of a quorum of the Board. Cause includes, but is not limited to, conflict of interest (See also Article XII), inability to perform required duties and responsibilities, conduct inconsistent with professional standards, or a vote of No Confidence. The affected Board Director will be granted a hearing before the Board prior to any such vote.

2. **Resignation**
   Resignation of any Board Director must be submitted in writing to the President of the Board, or in their absence, the next highest-serving officer. Resigning Board Officers shall fully cooperate with the Board to return all NYSICA-owned property, both tangible and intangible (including, but not limited to, NYSICA communication records, copies of budgets, signed contracts, and access information for NYSICA email accounts and any third-party platforms used in connection with Board duties).

SECTION 3. REPLACEMENT OF BOARD OFFICERS

1. **President**
   If the President is unable to serve out their term, the President Elect succeeds to the position of President. The President-Elect will then serve the remainder of the unexpired term, as well as their own upcoming term.

   If the President-Elect is unable to ascend to the role of President, the current President may extend their term upon vote of the Board. If the President Elect is unable to serve an extended term, the Immediate Past President may serve the remaining term upon vote of the Board.

If there is no President Elect and the Current President or Immediate Past President are unwilling or unable to fill out the term, a new President will be nominated, and a special election will be held.

2. **President-Elect**
   If the current President Elect succeeds to the position of President or if the President Elect is unable to serve out their term, a new President Elect will be nominated, and a special election will be held.

3. **Other Board Vacancy**
   If a Board Officer, excluding the President or President Elect, cannot fulfill their term, the Board is authorized to designate a member of the Board to serve until the vacancy is filled according to Article VII, Section 1. During this interim period, the Board may assign the vacant officer's duties to a current Board Director. The newly appointed Board Officer will complete the term of the departing Officer. Board Directors may also be filled on an interim basis, completing the term of the respective Director's vacancy.

ARTICLE VIII – BYLAW INTERPRETATION AND AMENDMENT

SECTION 1. INTERPRETATION
The Board shall have final authority in all matters of Bylaw interpretation.

SECTION 2. AMENDMENT
Members may petition the Board to make changes to the Bylaws. See Article III Section 3.4.

ARTICLE IX – DISSOLUTION

SECTION 1: OVERVIEW
NYSICA's dissolution will proceed in compliance with all applicable New York State rules and regulations. The Board may seek legal counsel to ensure adherence to these requirements.

SECTION 2. DISBURSEMENT OF FUNDS
NYSICA funds are solely for achieving its stated purposes outlined in these Bylaws. No portion of these funds shall be distributed to NYSICA members. In the event of NYSICA's dissolution and the liquidation of its affairs, any remaining assets after the satisfaction of all obligations shall be distributed to another organized and qualified professional, educational, scientific, or philanthropic organization with a similar purpose to NYSICA, subject to the approval of a majority of the remaining Board Directors.

ARTICLE X – PROHIBITIONS

SECTION 1. PAYMENTS TO BOARD DIRECTORS
NYSICA funds may only be disbursed to Board Directors for:

1. Reimbursement of expenses related to NYSICA business, provided the expenses were pre-approved by the Board and are supported by a receipt; and
2. Replenishment of any Petty Cash account.

SECTION 2. LEGISLATIVE ISSUES
NYSICA's engagement in attempting to influence legislation shall not constitute a substantial part of its activities. Political campaign intervention, including publishing or distributing statements for or against candidates, is forbidden for this organization. NYSICA may communicate its positions or viewpoints on relevant pending matters to legislative or other appropriate officials, provided such positions or viewpoints are approved by a majority vote of the membership.

ARTICLE XI – INDEMNIFICATION

SECTION 1. INDEMNIFICATION
NYSICA is authorized to indemnify, to the fullest extent permitted by law, any current or former director, officer, employee, or agent (or their estate) involved in an action or proceeding due to their association with NYSICA. This indemnification covers judgments, fines, settlement amounts, and reasonable expenses, including legal fees. However, indemnification will be withheld if the individual's actions were committed in bad faith, involved active and deliberate dishonesty material to the action or proceeding, or resulted in personal financial gain or advantage to which they were not legally entitled.

SECTION 2. INSURANCE
NYSICA may purchase and maintain insurance to cover its indemnification obligations to the Board.

ARTICLE XII – CONFLICTS OF INTEREST

SECTION 1. OVERVIEW
Board members, directors, officers, advisors, and staff are obligated to disclose any actual or potential conflict of interest from which they directly or indirectly stand to gain financial or personal benefit. These disclosures, made in good faith or known to the Board, shall be addressed in accordance with the NYSICA Conflict of Interest Policy (Exhibit A).

ARTICLE XIII – NON-DISCRIMINATION

SECTION 1. OVERVIEW

NYSICA and its agents are dedicated to fostering a respectful and inclusive environment. We prohibit discrimination and harassment based on race, color, ethnicity, sex (including sexual orientation, self-identified or perceived sex, gender expression, gender identity and the status of being transgender), pregnancy, pregnancy outcomes, and reproductive healthcare and autonomy, creed or religion, age, national origin, marital or familial status, arrest record or criminal history, domestic violence victim status, disability, military or veteran status, and predisposing genetic characteristics or any other classification pursuant to applicable State or federal law, rule or regulation.

EXHIBIT A – CONFLICT OF INTEREST POLICY ("POLICY")

SECTION 1. CONFLICT OF INTEREST DEFINED

A conflict of interest transaction is a transaction where a director of NYSICA has a direct or indirect interest. However, NYSICA cannot void such a transaction solely due to the director's interest if one of the following conditions is met:

1. The Board of NYSICA knew or was informed of the transaction's material details and the director's interest, and subsequently authorized, approved, or ratified the transaction.
2. The members of NYSICA with voting rights knew or were informed of the material facts of the transaction and the director's interest, and then authorized, approved, or ratified the transaction.
3. The transaction was fair to NYSICA at the time it occurred.

If any of these conditions are met, and the transaction was approved as outlined in Section 2 below, the director with the conflict cannot be held liable.

SECTION 2. APPROVAL PROCESS

A transaction involving a director's conflict of interest may be approved, provided it doesn't constitute self-dealing under Internal Revenue Code Section 4941, by either:

1. A vote of the Board or a committee of the Board, with full disclosure or knowledge of the transaction's material facts and the director's interest; or
2. Approval from the State Attorney General or the circuit court in an action involving the Attorney General.

SECTION 3. INDIRECT CONFLICTS

A director has an indirect interest in a transaction if:

1. Another entity, in which the director has a significant financial stake or is a general partner, is involved in the transaction; or
2. Another entity, in which the director holds a position as a director, officer or trustee, and the Board is (or should be) considering the transaction.

SECTION 4. VOTES REQUIRED FOR APPROVAL

To approve a conflict-of-interest transaction under this Policy, a majority of the directors on the Board or committee who do not have a direct or indirect interest in the transaction must vote in favor. This authorization, approval, or ratification cannot be granted by a single director alone. If a majority of the disinterested directors vote to approve the transaction, a quorum is considered present for taking action under this Policy. Even if a director with a conflict of interest is present or casts a vote, it does not invalidate the action if the transaction is otherwise approved as outlined in this Policy.