



Established October 4, 2022

## BY-LAWS

Version Date – October 6, 2023

### ARTICLE I – NAME AND ADDRESS OF ORGANIZATION

1.1 The organization shall be known as The Saratoga Ladies, Inc., hereafter called The Saratoga Ladies or TSL.

1.2 The official address of The Saratoga Ladies is:

The Saratoga Ladies, Inc  
Saratoga National Cemetery  
200 Duell Road  
Schuylerville, NY 12871

### ARTICLE II - CORPORATE PURPOSE

#### SECTION 1 - NONPROFIT PURPOSE

2.1 The Saratoga Ladies is an IRS registered 501(c)(3) public charity incorporated in New York State, organized under the Not-for-Profit Corporation Law as a charitable organization.

#### SECTION 2 - SPECIFIC PURPOSE

2.2.A The Saratoga Ladies is created among a caring community of women volunteers with a sincere desire to honor our fallen Veterans during interment services at the Gerald B. H. Solomon Saratoga National Cemetery.

2.2.B This all-volunteer organization of women throughout the Capital Region civilian community will attend Military Funeral Honors as a silent witness and offer our condolences and a personal note to the Veteran's family.

2.2.C We attend every interment offering a final tribute to our fallen Veterans and support to their families regardless of day, time or weather.

## ARTICLE III - MEMBERSHIP & PARTICIPATION

### SECTION 1 - ELIGIBILITY FOR MEMBERSHIP

3.1 Membership in The Saratoga Ladies is achieved through member referrals, community presentations, and media releases. Membership:

- 3.1.A Is open to all women aged 18 or over.
- 3.1.B Does not require any military affiliation or military relationship.
- 3.1.C Is not connected to, or dependent on, membership or participation in any other organization.
- 3.1.D Is granted after receipt of a membership application and personal interview by The Saratoga Ladies Director or designee.
- 3.1.E Requires no initiation fee, annual dues or incidental fees.

### SECTION 2. PARTICIPATION IN THE SARATOGA LADIES

3.2 Members volunteer at least one day a month attending interment services at the Saratoga National Cemetery, supporting the following values:

- 3.2.A Honor and attend services for all deceased Veterans.
- 3.2.B Complete an orientation program and attend a minimum of two interment services with a designated mentor prior to performing alone.
- 3.2.C Perform interment services and related tasks as defined in the "The Saratoga Ladies Handbook" and "Interment Service Guide."
- 3.2.D May assist the Cemetery Director and Staff with related volunteer duties as requested and agreed upon by the Executive Board (see Article IV).

### SECTION 3 – ACTIVE STATUS

3.3. A member is considered in Active status by performing interment services or engaging in other duties as requested and agreed upon within the scheduled or assigned terms.

- 3.3.A For attending interment services, an Active member volunteers to participate a minimum of one day each month.
- 3.3.B A member engaged in duties other than attending interment services remains in Active status by conducting the defined duties agreed upon with the Executive Board.
- 3.3.C Should a member be unable or choose not to participate in their defined duties, the Executive Board may choose to designate the member as Inactive.
  - 3.3.C.1 A member in Inactive status may not be eligible to participate in attending interment services and perform previously assigned duties.

3.3.C.2 The Executive Board shall make determinations regarding a member's Inactive status depending on the specific circumstances.

3.3.C.3 Various conditions may prompt a member to miss their scheduled activities from time to time, i.e., personal, family and medical appointments, members employed, snowbirds, etc., and normally do not constitute any action regarding Inactive status.

#### SECTION 4 - TERMINATION OF MEMBERSHIP

34.A A majority vote of the Executive Board may terminate a member's membership in the organization should circumstances involving character, capability to perform or non-compliance with approved policies and procedures so warrant.

3.4.B A member may resign by filing a written resignation with the Administrative Officer. The resigning member agrees to return the scarf and US Flag Pin.

### ARTICLE IV - OFFICERS & DUTIES

#### SECTION 1 - DESIGNATION OF OFFICERS

4.1 The Officers of The Saratoga Ladies shall consist of Elected Officers and Appointed Officers.

4.1.A The Elected Officers are: Director, Deputy Director, Administrative Officer, Financial Officer, and Program Development Officer.

4.1.A.1 The five Elected Officers will constitute the Executive Board.

4.1.A.2 Each Elected Officer shall be elected for a two-year term, and the terms may be staggered to allow for continuity of leadership within the Executive Board.

4.1.A.3 Members are required to maintain Active status, defined in Article III – Section 3.

4.1.B The Appointed Officers are: Chaplain, Administrative and Events Coordinator, Scheduling Coordinator, Apparel Manager, and Website Manager.

4.1.B.1 The five Appointed Officers shall be selected by the Director.

4.1.B.2 Each Appointed Officer position shall be designated as a one-year term.

4.1.B.3 Members are required to maintain Active status, defined in Article III – Section 3.

## SECTION 2 – ELECTED OFFICER POSITIONS AND DUTIES

### 4.2 The positions and defined duties of the five Elected Officers are:

#### 4.2.A DIRECTOR

4.2.A.1 Preside over all formal meetings of the organization and represent The Saratoga Ladies at all meetings and affairs where representation is required. If unable to attend, the Deputy Director or a Designee will represent the Director.

4.2.A.2 Preside over all Executive Board meetings and ensure Board members are fully informed of organizational actions.

4.2.A.3 Establish and sustain communication with Saratoga National Cemetery leadership and organizations performing Military Funeral Honors to ensure dignified, collaborative and honorable interment services are conducted daily.

4.2.A.4 Ensure a Saratoga Lady attends every interment service for fallen Veterans.

4.2.A.5 Appoint Ad Hoc Committee Chairs.

4.2.A.6 Provide guidance and coordinate with the Program Development Officer regarding TSL application procedure and orientation program for new members.

4.2.A.7 Sign checks in addition to Treasurer and Deputy Director signature approvals.

4.2.A.8 Call special meetings of the Executive Board and general membership when deemed necessary.

4.2.A.9 Ensure Executive Board actions and activities are disseminated to the Advisory Group (see Article V).

4.2.A.10 Provide guidance and general direction to the Executive Board officers to ensure successful implementation of assigned duties and outcomes.

4.2.A.11 Delegate responsibilities assigned to this position to other officers or committees as deemed appropriate and beneficial to the organization.

4.2.A.12 Serve as an ex-officio member of specific TSL Standing Committees as approved by the Executive Board.

#### 4.2.B DEPUTY DIRECTOR

4.2.B.1 Assume duties of the Director in her absence.

4.2.B.2 Assume duties of the Director should the Director resign or transfer until a new Director is elected.

4.2.B.3 Coordinate with the Scheduling Coordinator to facilitate SNC Daily Services Schedule notification to all designated members in accordance with the "Interment Service Guide".

4.2.B.4 May serve as a Standing or Ad Hoc Committee Chair or perform oversight. i.e., offer specific guidance and facilitate actions, to Standing and Ad Hoc Committees as determined by the Executive Board.

4.2.B.5 Serve as a standing member and liaison with the Advisory Group.

4.2.B.6 Designate the Election Committee Chair and provide oversight to the recurring Elected Officer process (see Article VIII).

4.2.B.7 Coordinate with Elected and Appointed Officers in developing, revising and implementing policy, procedure and guidance documents for review and approval by the Executive Board.

#### 4.2.C ADMINISTRATIVE OFFICER

4.2.C.1 Prepare and distribute announcements and agendas for Executive Board and Membership meetings in collaboration with the Director.

4.2.C.2 Prepare, record and submit minutes of all meetings within designated time periods for review by the Executive Board and approval by the Director.

4.2.C.3 Publish approved Executive Board and Membership meeting minutes to the membership and designated external entities utilizing agreed-upon electronic processes and suspense periods.

4.2.C.4 Maintain approved meeting minutes in the permanent files and upload to TSL website.

4.2.C.5 Serve as a standing member of the Advisory Group, in addition to the Deputy Director, to ensure continual correspondence and communication between both entities.

4.2.C.6 Create communication link with organizations and individuals for recruiting, advertising and donation resources, to include Points-of Contact (POCs), and collaborate with the Administrative and Event Coordinator to develop these strategies

4.2.C.7 Collaborate with Executive Board requesting TSL volunteers to meet with and/or present TSL program documents and briefings to tentative donation and recruiting sources.

#### 4.2.D FINANCIAL OFFICER

4.2.D.1 Manage all financial, accounting and tax-related activities for the organization to include recording deposits and expenses in checking and savings accounts.

4.2.D.2 Ensure all legitimate bills and financial obligations are paid in a timely manner.

4.2.D.3 Maintain a record of all assets and liabilities, including recording deposits and expenses in checking and savings accounts.

4.2.D.4 Prepare legal and financial forms required by NYS, IRS or other governing powers pertaining to the organization corporate and financial status, and present to the Executive Board for disposition.

4.2.D.5 Document and present at Executive Board and Membership meetings a summary of receipts, disbursements and account balances at an interval determined by the Executive Board. Include dissemination of said information to the Advisory Group upon approval by the Executive Board.

4.2.D.6 Provide an annual financial report, consistent and in compliance with New York State and IRS criteria, to the membership no less than 30 days from the end of the organization's fiscal year.

#### 4.2.E PROGRAM DEVELOPMENT OFFICER

4.2.E.1 Coordinate program activities with the Director, Deputy Director and Scheduling Coordinator.

4.2.E.2 Prepare and administer a new member orientation program for review and approval by the Executive Board focused on introduction to and conducting procedures for TSL participation in interment services.

4.2.E.3 Schedule an orientation plan for all new members to include on-site simulation and observation of interment services accompanied by a designated mentor prior to recommending daily participation.

4.2.E.4 Collaborate with Saratoga National Cemetery support staff and organizations performing Military Funeral Honors to ensure consistent, seamless performance of interment service procedures.

4.2.E.5 Ensure the orientation program reveals and complies with policies and procedures defined in TSL "Interment Service Guide".

### SECTION 3 – APPOINTED OFFICER POSITIONS AND DUTIES

4.3 The positions and defined duties of the five Appointed Officers are:

#### 4.3.A CHAPLAIN

4.3.A.1 Provide spiritual guidance and serve as spiritual advisor to the organization.

4.3.A.2 Offer prayer during regular meetings and during other organizational activities and events.

4.3.A.3 Administer an ongoing support program focused on member recognition to include get well, sympathy, birthday, thank you, and related personal events and circumstances. Present updates at Executive Board and Membership meetings and identify any suggestions, program or financial needs.

4.3.A.3 Notify membership of illnesses and deaths of our members and/or immediate family following communication procedures approved by the Executive Board.

4.3.A.4 May be requested by the Cemetery Director to offer spiritual prayer during interment services or other events within the SNC.

#### 4.3.B ADMINISTRATIVE & EVENTS COORDINATOR

4.3.B.1 Coordinate actions and activities through the Administrative Officer.

4.3.B.2 Maintain TSL membership roster to include name, address, email, phone numbers (designate cell and landline), and emergency contact. Distribute copies to members with permission from each member and upload to the Members section of TSL website.

4.3.B.3 Collect, administer and maintain documents, capture TSL operational and published information and create an environmentally-safe repository for events, actions and milestones from inception of TSL.

4.3.B.4 Submit periodic historical updates and present program summaries of collected criteria at the Executive Board and Membership meetings.

4.3.B.5 Provide guidance and direction for promoting, recruiting, advertising, scheduling, and organizing events for TSL participation.

4.3.B.6 Prepare and publish an event schedule for all organization activities via electronic communication and upload to the website., updating each month and present at Executive Board meetings for review and action.

4.3.B.7 Collaborate with Administrative Officer regarding contact information and POCs defined in Article IV.4.2.C.6.

#### 4.3.C SCHEDULING COORDINATOR

4.3.C.1 Coordinate daily interment scheduling actions defined in the "Interment Services Guide" through the Deputy Director.

4.3.C.2 Distribute SNC Daily Services Schedule information to all designated members in accordance with the "Interment Service Guide".

4.3.C.3 Coordinate with the Director to create and maintain a yearly "Interment Services Schedule", developed on a monthly basis, for members to reserve their days of participation in interment services.

4.3.C.4 Present the Interment Services Schedule at Executive Board and Membership meetings to highlight and discuss features, topics of interest and suggested improvements to daily interment operation and communication.

#### 4.3.D APPAREL MANAGER

4.3.D.1 Manage and administer purchases, distribution, inventory, and storage procedures for all clothing apparel, accoutrements and related items approved for wear and presentation during interment services at the SNC.

4.3.D.2 Develop and submit suggested inventories of all items with costs to the Executive Board for review and disposition, including recommended item quantities, source(s) for each item, specific outsource services, unit costs, and recommended storage requirements.

4.3.D.3 Create and maintain operational documents summarizing program items and activities regarding purchase, issue, replacement, and outsourcing services to include POCs and fees.

4.3.D.4 Prepare summary of program activities and financial status and present to the Executive Board for review and approval.

4.3.D.5 Following Executive Board approval, present program summary at Membership meetings.

#### 4.3.E WEBSITE MANAGER

4.3.E.1 The duties of this position may be incorporated into an existing Elected or Appointed Officer position.

4.3.E.2 Create and manage website content, including text, images, and multimedia content.

4.3.E.3 Design, layout and maintain web pages & news to ensure compatibility with TSL mission goals and objectives.

4.3.E.4 Ensure website is compliant with applicable laws, regulations, and industry standards.

### SECTION 4 – OFFICER VACANCIES

4.4.1 Elected Officer - Whenever a vacancy occurs among the Elected Officer positions, the Executive Board shall fill the position by a majority vote for one of the candidates by the remaining members during a regular Executive Board meeting.

4.4.2 Appointed Officer - Whenever a vacancy occurs among the Appointed Officer positions, the Director will appoint a candidate in accordance with Article IV,4.1.B.



## ARTICLE V – ADVISORY GROUP

### SECTION 1 – PURPOSE

5.1 An Advisory Group may be established upon approval of the Executive Board to offer advice and support the work of the organization by providing expertise and knowledge as requested by the Director and Executive Board.

### SECTION 2 – MEMBERSHIP & PARTICIPATION

5.2.A Membership may consist of men and women with no specific qualifications other than an interest in contributing to the goals and objectives of TSL.

5.2.B The Executive Board will appoint an Advisory Group Leader who will serve as a non-voting member of the Executive Board.

5.2.C Members will not have officially-assigned duties, do not vote, nor are required to attend Executive Board or membership meetings.

5.2.D Members may participate in TSL committee activities and functions, represent TSL upon request by the Director and provide on-site support upon request by TSL Executive Board.

## ARTICLE VI – COMMITTEES

### SECTION 1 – PURPOSE

6.1 The Executive Board will establish committees when deemed appropriate and beneficial to the organization to comply with and accomplish both short term and continual objectives and actions.

### SECTION 2 – STANDING AND AD HOC COMMITTEES

6.2 Committees will be identified as a Standing Committee or Ad Hoc Committee.

#### 6.2.A STANDING COMMITTEE

6.2.A.1 Provides continual support to organization functions, processes and policies with no defined end date.

6.2.A.2 Each Committee will be defined with specific functions, objectives, expected outcomes, and presented to the Executive Board for review and disposition.

6.2.A.3 Upon approval of the proposed Committee, the Executive Board will act to revise the By-Laws in accordance with Article IX and implement the action.

6.2.A.4 Consists of a Committee Chair appointed by the Director and at least one member.

## 6.2.B AD HOC COMMITTEE

6.2.B.1 Address a specific challenge or need that may require extra attention, leading to forming a temporary team to resolve or complete the defined task.

6.2.B.2 The Executive Board will identify specific functions, objectives and expected outcomes and direct the Ad Hoc Committee to proceed with addressing the topic.

6.2.B.3 Consists of a Committee Chair appointed by the Director and at least one member.

6.2.B.4 A proposed timeline for completing the defined action, combined with defined outcomes will normally be identified during formation of the Ad Hoc Committee between the Executive Board and the Ad Hoc Committee Chair.

6.2.B.5 Depending on the outcome of the Committee's actions, the Executive Board may act to revise the By-Laws and insert the approved outcome.

6.2.B.6 Upon approval of the Ad Hoc Committee outcomes, the Director will dissolve the Committee.

6.3 The Deputy Director shall have oversight of the Committees to ensure open and efficient communication, offer specific guidance and facilitate actions within the Committees and between the Committee Chairs, Executive Board and Advisory Group.

## ARTICLE VII – MEETINGS

7.1 Membership meetings shall be conducted no less than twice per year on a date, time and location determined by the Executive Board.

7.1.A Members shall attend a minimum of two Membership meetings during the calendar year to remain in Active status in accordance with Article III, Section 3. Attendance may be achieved via virtual or in-person formats.

7.1.B The total number of members present at a Membership meeting will constitute a quorum.

7.1.C Any active member of TSL may request a special meeting through communication with the Executive Board. A majority vote of the Executive Board is required to approve the request.

7.2 The Executive Board will meet no less than once per quarter on a date, time and location determined by the Director.

7.2.A Attendance at Executive Board meetings may be achieved via virtual and in-person formats.

7.2.B Any member of the Executive Board may request a special meeting of the Executive Board. A majority of the Board is required to approve the request.

7.2.C Executive Board members shall attend a minimum of two Board meetings during the calendar year to remain active on the Board. Attendance may be achieved via virtual or in-person formats.

## ARTICLE VIII – OFFICER NOMINATIONS AND ELECTIONS

### SECTION 1 – NOMINATING COMMITTEE

8.1 The Nominating Committee will be an Ad Hoc Committee, established each calendar year no less than 60 days prior to the date of election.

8.1.A The Committee shall consist of three active members appointed by the Executive Board.

8.1.B The Deputy Director will appoint the Nominating Committee Chair and provide oversight of the election process.

8.1.C The Committee will announce the annual election procedure to the membership no less than 60 days prior to the date of election.

### SECTION 2 – NOMINATION PROCESS

8.2. The Nominating Committee will accept nominations for each of the five Elected Officer positions, accepting new and renewing Elected Officers, and present the candidates at the Executive Board meeting immediately preceding the beginning of the next fiscal year.

8.2.1 Any Active member can nominate a new or renewing Elected Officer candidate for the five Elected Officer positions. Nominees shall be in Active status.

8.2.2 Recommendations from the Nominating Committee for the five Elected Officer positions shall be presented to the Executive Board and submitted to the membership via electronic format approved by the Executive Board no less than 30 days prior to voting.

### SECTION 3 – VOTING

8.3. Voting for the Elected Officer candidates shall be conducted at a scheduled Membership meeting.

8.3.1 New and renewing Elected Officer candidate names shall be identified at the Membership meeting in which a quorum of Active members present and virtual representation is achieved.

8.3.2 Election of each Elected Officer position shall be decided by a simple majority vote among members present at the meeting and participation via electronic format approved by the Executive Board.

8.3.3 Installation of Elected Officers will be conducted at a scheduled Membership meeting determined by the Executive Board.

## ARTICLE IX – AMENDMENTS

### SECTION 1 - NOTICE OF PROPOSED REVISIONS

9.1 The Articles of these By-Laws may be amended in any manner at a scheduled or special Membership meeting provided that:

9.1.A Any TSL Active member may propose revisions to the By-Laws in writing to the Executive Board.

9.1.B Proposed revisions shall stipulate changes to the existing Articles or proposed new Articles, defining the rationale of the changes and a summary of the changes to be affected.

9.1.C The proposed revisions shall be provided to TSL membership at least seven days in advance of the specific meeting.

### SECTION 2 – DISPOSITION OF PROPOSED REVISIONS

9.2 Voting for proposed amendments to existing Articles or new Articles shall be conducted at a regularly scheduled or special Membership meeting.

9.2.A The proposed revision to an Amendment or new Amendment shall be approved by a majority of Active members present at the Membership meeting in which a quorum is present in addition to voting via electronic means approved by the Executive Board.

9.2.B Following approval of the amended Article or new Article, the By-Laws will be revised to incorporate said amendments to include the approved revision date and signed by the Director.

## ARTICLE X – ADOPTION OF BY-LAWS

As Founder and initial Director of THE SARATOGA LADIES, INC. I consent to and agree to adopt the foregoing By-Laws, consisting of 12 pages, as the By-Laws of this Corporation.

APPROVED AND ADOPTED on this \_\_\_\_ day of \_\_\_\_\_, 2023.

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TERRY BOONE, Director