

By – Laws  
Of  
The Fleetwood Neighborhood Association, Inc.

Amendment History

December 5, 2003

Added to Article III, section 8:

Family memberships entitle two adults of the same household to join at a discounted rate of forty dollars (\$40.00) per year. Each party will enjoy the same privileges as in an individual membership.

February 2, 2004

Mission Statement Revision:

From . . . The Association's Mission is the preservation and advancement of homes, businesses, safety and community in the Hamlet of Fleetwood and City of Mount Vernon

To . . . We have as our mission the fostering of tolerance and community by designing, funding and providing volunteers for projects that illustrate what can be accomplished by a group of persons from all Mount Vernon's cultures working together for a common interest.

February 2, 2004

Article III, section 2:

Revised meeting schedule

February 2, 2004

Added to Article V, section 5:

If an online account is established, the treasurer and president both shall have access to said account, and the password must be changed when the current treasurer and/or president leave their respective positions.

November 29, 2004

Article III, Section 2 paragraphs 1 and 2 amended to:

The annual membership meeting of the corporation shall be held on the Second Thursday of December each year except that if such day were a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws.

Regular meetings of the corporation shall be held bimonthly on the Second Thursday of the months of February, April, June, August, October and December of each year except that if such day be a legal or religious holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws.

Article III, Section 8 paragraph 1 changed to:

Membership dues are annual, and will be for the entire calendar year. All membership fees will be due in January with a 30 day grace period

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Article I - Offices

The principal office of the corporation shall be in the City of Mount Vernon, County of Westchester, and State of New York. The corporation may also have offices at such other places within or without this state as the board from time to time determine or the business of the corporation may require.

Article II - Purposes

The purposes for which this corporation has been organized is as follows:

We have as our mission the fostering of tolerance and community by designing, funding and providing volunteers for projects that illustrate what can be accomplished by a group of persons from all Mount Vernon's cultures working together for a common interest.

Article III - Membership

1. Qualifications for Membership

Members shall be eighteen (18) years of age or older

Members shall reside, own, manage or work in a business in the City of Mount Vernon, Hamlet of Fleetwood, County of Westchester, and State of New York, within the Zip Code of 10552. At the discretion of the board of directors, any of the requirements stated above may be waived.

Members shall pay a yearly membership due and current in their membership dues.

2. Membership Meetings

The annual membership meeting of the corporation shall be held on the second Thursday of December each year except that if such day were a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws.

Regular meetings of the corporation shall be held on the Second Thursday of the months of February, April, June, August, October and December of each year except that if such day be a legal or religious holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws.

A member of the corporation or individual attending the annual or regular meetings shall not monopolize the meetings and shall only be allowed to speak for a maximum of three minutes at said meeting.

The presence at any membership meeting of not less than fifty-five (55) percent of the members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the by-laws. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting. However, no membership roll or list shall be given to any individual or member of the corporation for any purpose without the unanimous vote of the members and the board of directors.

3. Special meetings

Special meetings of the corporation may be called by the directors.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. Fixing Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

5. Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

6. Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

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7. Order of business

The order of business at all meetings of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

8. Membership Dues

Membership dues are annual, and will be for the entire calendar year. All membership fees will be due in January with a 30 day grace period

Individual memberships shall be twenty-five dollars (\$25.00) per year.

Family memberships entitle two adults of the same household to join at a discounted rate of forty dollars (\$40.00) per year. Each party will enjoy the same privileges as in an individual membership.

Business memberships shall be fifty dollars (\$50.00) per year.

Members who are current with their membership are entitled to run for a board of directors position of the corporation at the annual meeting.

Members who are current with their membership may be a chairperson for any corporate committee of the corporation.

Members who are current with their membership are entitled to vote at the corporation's annual meeting for the election of the board of directors.

Members shall be entitled to a copy of the corporation's newsletters.

Business members shall be listed in the corporation's newsletter under the Business Directory, and shall be entitled to have its company advertised once a year in the corporation's newsletter.

Individual Business members shall be entitled to have their business card advertised in the corporation's newsletter once a year.

Article IV - Directors

1. Management of the Corporation.

The corporation shall be managed by the board of directors which shall consist of not less than three directors. Each director shall be at least nineteen years of age. Each director shall reside in or work in Fleetwood for a minimum of 6 months a year. At the discretion of the board of directors, any of the requirements stated above may be waived.

2. Election and Term of the Directors.

At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

3. Increase or Decrease in Number of Directors

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. Removal of Directors

Any or all of the directors may be removed for cause by action of the board. Directors may be removed without cause only by vote of the directors.

6. Resignations

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. Any director who misses three board meetings within one calendar year, whether concurrently or consecutively, shall resign from the board or be removed by a vote of the directors.

7. Quorum of Directors.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. Action of the Board.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. Place and Time of Board Meetings.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. Regular Annual Meeting.

A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

11. Notice of meetings of the Board, Adjournment.

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days, notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Only the board of directors at its meetings unless the board unanimously votes to invite a member of the corporation or the public to its meeting(s).

12. Chairman

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

13. Executive and Other Committees.

The board, by resolution adopted by the request of any officer or a vote of the board, may designate from among its members an executive committee and other committees, each consisting of one or more directors. Each such committee shall serve at the pleasure of the board. Each committee chairperson shall reside in or work in Fleetwood for a minimum of 6 months a year.

Ten percent (10%) of the proceeds from fundraising shall be donated to the corporation for expenses and insurance.

## Article V - Officers

### 1. Offices, Election, Term.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified. Officers of the corporation shall reside in or work in Fleetwood for a minimum of 6 months a year.

### 2. Removal, Resignation, Salary.

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers of the corporation shall not receive a salary

### 3. President.

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

### 4 . Vice-Presidents

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

### 5. Treasurer.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the

members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

If an online account is established, the treasurer and president both shall have access to said account, and the password must be changed when the current treasurer and/or president leave their respective positions.

6. Assistant-Treasurer.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

7. Secretary

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

8. Assistant-Secretary.

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

9. Surety and Bonds

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

Article VI - Seal

The seal of the corporation shall be as follows:

(Original document contains the seal)

### Article VII - Construction

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

### Article VIII - Amendments

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.