

By-Laws of the Prospect Heights Neighborhood Development Council, Inc.

As approved by membership July 13, 2016

1. Name of the organization

The name of the organization is The Prospect Heights Neighborhood Development Council, Inc. (the "Council"). The Council may by a unanimous vote of the membership body change its name.

2. Purposes

The purposes for which the Council is organized shall be:

- to assess the needs and concerns of the Prospect Heights community in terms of housing, economic development, physical environment, safety and security and social services;
- to prepare or sponsor analyses of potential development in the Prospect Heights community, including the impact of such development on the existing conditions in Prospect Heights;
- to create and adopt policies, recommendations, and action plans with respect to such potential development intended to preserve and enhance the welfare of the Prospect Heights community; and
- to take such other actions as may be necessary to communicate, promote and otherwise carry out the Council's policies, recommendations and plans.

3. Members

3.1. Eligibility

Membership in the Council is open to any individual age 18 or greater.

3.2. Records

Membership in the Council shall become effective immediately upon the receipt by the Secretary of a completed application for membership and payment in full of the annual dues (the "Effective Date"), and the individual is thereafter deemed a Member.

The Secretary shall maintain a current list of Members, and, from time to time but no less frequently than at the Annual Meeting, shall cause the list to be formally published at a meeting of the Organization and be included in the minutes of that meeting. This publication shall note new Members, Members in Good Standing, and former members who have been Removed or have Resigned.

3.3. Dues

Members of the Council shall pay annual dues in an amount to be determined by vote of the Board of Directors.

Dues shall become due on the anniversary of the Member's Effective Date, and payable prior to the next Annual Meeting or Regular Meeting.

3.4. Good standing

A Member of the Council shall be in Good Standing as of the call to order of a given Meeting of the Council or its Board of Directors if:

- the Member is current on payment of dues, and
- the Member's Effective Date is more than six months prior to the date of the given Meeting, and
- the Member has attended at least one of the last two Meetings of the Council.

3.5. Rights and Obligations of Members

Members of the Council who are in Good Standing as of the call to order of a given Meeting shall be entitled to vote for Directors; run for or hold elective or appointed office as provided for under the Council's By-Laws; be recognized to speak, make motions, and vote at Meetings of the Council; and otherwise enjoy all the rights and obligations customarily afforded to members of a deliberative assembly.

Conversely, Members of the Council who are not in Good Standing as of a call to order of a Meeting shall not be entitled to vote, run for or hold elective or appointed office as provided for under the Council's By-Laws, be recognized to speak, or otherwise enjoy all the rights and obligations of membership, until they are in good standing.

3.6. Removal and resignation

Members who are delinquent in the payment of dues for two consecutive years may be removed from the full list of Members at the next Meeting of the Council.

Members may be removed for cause according to the following procedure:

Written charges against the Member, detailing the cause for removal, shall be submitted to the Board of Directors. Such charges must be subscribed by at least one-tenth of the total Members then in Good Standing.

The Secretary shall cause a copy of the charges to be delivered to the Member, and shall schedule a Hearing before the Board of Directors no less than one week subsequent to the date the Member has received said charges.

At that Hearing, the Member has a right to be present and heard, to call witnesses, and to be represented by counsel. The Directors present shall take a vote on whether to remove the Member, and if said vote passes by a two-thirds majority, the charges shall be heard at the next Meeting of the Council.

At that Meeting, the Member shall have the right to be present and heard, to call witnesses, and to be represented by counsel. The Members present shall take a vote on whether to remove the Member, and if said vote passes by a two-thirds majority, the Member shall be removed.

Circumstances which may constitute cause for removal shall include, but shall not be limited to, substantial non-attendance at general or special meetings, substantial record of missed votes at general or special meetings, and conduct detrimental to the Council.

Resignation from the Council shall become effective immediately upon the receipt by the Secretary of a written resignation letter.

Any dues paid for the balance of the Member's year after Removal or Resignation shall be forfeit.

3.7 Conduct

Members are expected to conduct themselves at meetings in accordance with rules of decorum and parliamentary procedure.

No Member shall make a public statement on behalf of the Council without the prior permission of the Board of Directors.

4. Meetings

The Annual Meeting of the Council shall be held in the month of February each and every year, on a date to be determined by the Board of Directors. The Chair shall deliver or cause to be delivered to each Member at his or her address, e-mail or otherwise, a notice indicating the time and place of such Annual Meeting. Such notice shall be delivered or cause to be delivered not less than thirty days before the date of the Annual Meeting.

Regular meetings of the Council shall be held in the months of May and October, on a date to be determined by the Board of Directors. The Chair shall deliver or cause to be delivered to each Member at his or her address, e-mail or otherwise, a notice indicating the time and place of such regular meeting. Such notice shall be delivered or cause to be delivered not less than thirty days before the date of the regular meeting.

The Chair may call a special meeting of the Council whenever he or she deems it necessary, and shall call a special meeting whenever requested to do so in writing by one-third of the Members then in Good Standing. The Chair shall deliver or cause to be delivered notices of such meetings to each Member at his or her address, e-mail or otherwise, at least ten days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom such meeting was called. No business other than that specified in the notice may be transacted at such special meeting.

At all meetings of the Council, the presence of not less than one-third of the Members in Good Standing shall constitute a quorum and shall be necessary to conduct the business of the Council. Each Member who is in Good Standing on the date of a meeting of the Council shall be entitled to one vote on all matters brought before such meeting.

5. Board of Directors

5.1. General powers

The business and affairs of the Council shall be conducted under the direction of, and the control and disposal of the Council's properties and funds shall be vested in, its Board of Directors,

except as otherwise provided in the nonprofit corporation law of the State of New York, the Council's Certificate of Incorporation or these By-Laws.

5.2. Composition

The Board of Directors shall consist of four Officers (Chair, Vice Chair, Secretary, Treasurer) and three at-large Directors. Officers and Directors shall be elected to serve terms of two years as provided herein. The number of terms to be held by each Officer or Director may be limited by resolution of the Members.

The Chair shall preside over the meetings of the Council and its Board of Directors. The Vice Chair shall preside in the Chair's absence. In the event that the Chair is unable to preside, the Vice Chair shall preside until the chair is able to preside again or until the Board of Directors elects a new Chair from among its members.

The Secretary shall be responsible for keeping the minutes of the meetings of the Council and its Board of Directors, and maintaining the membership records of the Council.

The Treasurer shall be responsible for maintaining the financial records of the Council, including making all necessary filings with municipal, state and Federal governments.

The officers shall perform the duties assigned to them in these By-Laws or other acts of the Council and its Board of Directors.

5.3. Nomination and election

In odd numbered years, elections shall be held for the offices of Chair and Secretary and two at-large Directors, and in even-numbered years elections shall be held for the offices of Vice Chair and Treasurer and one at-large Director. In addition, election shall also be held for any Office or at-large Director whose seat has become vacant since the last Annual Meeting if such seat would otherwise not be up for election in a given year. Members of the Board of Directors shall be elected by a vote of the Members in Good Standing present at the Council's Annual Meeting as provided in these By-Laws. Newly-elected Directors shall be installed immediately following the adjournment of the Annual Meeting.

Candidates for office shall be placed on the Ballot either by the Nominating Committee or by Petition.

5.3.1. Nominating Committee

Not less than 90 days prior to the Annual Meeting, the Board of Directors shall appoint, by resolution, a Nominating Committee comprised of not less than three Members of the Council who are in Good Standing on the date of their appointment and the majority of whom are not currently serving on the Board. No member of the Nominating Committee may be nominated as a candidate.

Not less than 50 days prior to the Annual Meeting, the Nominating Committee shall nominate at least one candidate for each Office to be filled at the Annual Meeting of the Council, and shall nominate at least three candidates for at-large Directors in odd-numbered years and at least two candidates for at-large Directors in even-numbered years. All candidates so nominated must be Members of the Council who are in Good Standing on the date of the Nominating Committee's selection and who will have been full members in Good Standing for at least twelve consecutive months immediately prior to the Annual Meeting. Members who meet the qualifications of eligibility may submit their names to the Nominating Committee for its consideration.

Not less than 45 days prior to the Annual Meeting, the names of the candidates so nominated shall be published to the Members.

5.3.2. Petition

Any Member of the Council, who has been in Good Standing for at least twelve consecutive months immediately prior to the Annual Meeting, may be nominated by Petition as a candidate for any Officer or for at-large Director. The Petition must be in writing, subscribed by the signatures of ten or more Members of the Council who each will be in Good Standing on the date filed with the Secretary, which shall be not less than 35 days prior to the Annual Meeting.

5.3.3. Election

The names of all Members so nominated, either by Nominating Committee or by Petition, and either for Officer or at-large Director, shall be placed upon the ballot. The ballot shall be published to the Members in the Notice of the Annual Meeting.

Each Member in attendance at the Annual Meeting who is in Good Standing shall receive a ballot for the purpose of electing Officers and Directors. Each Member receiving a ballot may mark one choice from the candidates running for each Office of the Council. Each Member receiving a ballot may mark up to the number of choices from the candidates running for at-large

Director as there are at-large Directors to be elected in the year of the Annual Meeting. Any ballot that contains more than one choice for a given Office will be considered an Invalid Ballot for the purpose of the election of that Office. Any ballot that contains more choices for at-large Directors than the number of at-large Directors to be elected will be considered an Invalid Ballot for the purpose of electing at-large Directors. Invalid Ballots will be counted for the purpose of determining the total number of votes cast, but will not be counted toward the number of votes received for a given candidate. A candidate for a given Office shall be elected if he or she has received a majority of votes cast for that Office. Candidates for at-large Directors will be considered elected in the number prescribed by these By-Laws for a given year who have received the largest numbers of votes equal to or greater than a majority of votes cast.

5.4. Meetings

Regular meetings of the Board of Directors shall take place on the first Tuesday of every month, except that no regular meeting shall take place during the months of July and August. The Chair shall fix the place of each regular meeting, and shall deliver notice to each Director at his or her address, e-mail or otherwise, indicating the time and place of such regular meeting and the business to be transacted. Such notice shall be delivered not less than ten days before the date of the regular meeting. The Chair may call a special meeting of the Board of Directors whenever he or she deems it necessary, and shall call a special meeting whenever requested to do so in writing by three or more Directors. The Chair shall fix the place and time for holding any special meeting of the Board of Directors. Notice shall be delivered to each Director at his or her address, e-mail or otherwise, indicating the time and place of such special meeting and the business to be transacted. Such notice shall be delivered not less than ten days before the date of the special meeting. No business other than that specified in the notice may be transacted at such special meeting.

A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. Members in Good Standing may attend, but may not participate in, Meetings of the Board.

Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the Directors entitled to vote upon such action at a meeting. Such consent (which may be

signed in counterparts) shall have the same force and effect as a unanimous vote of the Directors. Any action taken through such consent shall be recorded in the minutes of the next meeting of the Directors.

5.5. Removal and vacancies

Directors may be removed for cause according to the following procedure:

Written charges against the Director, detailing the cause for removal, shall be submitted to the Secretary and Vice Chair. Such charges must be subscribed by at least three Directors.

The Secretary shall cause a copy of the charges to be delivered to the Director and the Chair. In the event of charges submitted against the Secretary, the Vice Chair shall cause a copy of the charges to be delivered to the Secretary and the Chair. The Secretary or Vice Chair shall schedule a Hearing before the Board of Directors no less than one week subsequent to the date the Director has received said charges.

At that Hearing, the Director has a right to be present and heard, to call witnesses, and to be represented by counsel. The Directors present shall take a vote on whether to remove the Director, and if said vote passes by a two-thirds majority, the charges shall be heard at the next Meeting of the Council. Prior to the next Meeting of the Council, the Director may continue to attend regular and special meetings of the Board of Directors.

At the next Meeting of the Council, the Director shall have the right to be present and heard, to call witnesses, and to be represented by counsel. The Members present shall take a vote on whether to remove the Director, and if said vote passes by a two-thirds majority, the Director shall be removed from office, but otherwise remain a Member of the Council. If said vote fails to pass, the Director will continue to serve his or her term of office with all rights and privileges.

Resignation from the Board shall become effective immediately upon the receipt by the Secretary of a written resignation letter.

In the event of vacancies on the Board of Directors, the Board of Directors may elect a Vacancy Committee of three members. The Vacancy Committee shall nominate candidates for all vacancies. The candidates nominated shall be Members of the Council who are in Good Standing on the date of the Vacancy Committee's selection and who will have been full

members in Good Standing for at least twelve consecutive months immediately prior to the Annual Meeting. The Vacancy Committee shall notify the Chair of candidates to fill vacancies on the Board of Directors, and such candidates shall be elected by a majority vote of the Directors present at the next meeting of the Board of Directors. A Director elected to fill a vacancy on the Board of Directors shall serve until the next Annual Meeting.

6. Committees

6.1. Formation

The Board of Directors may from time to time resolve to form Committees. Committees shall have such purposes, such duration, such composition, such cycle of meetings, and any other such matters concerning operation not otherwise addressed in these By-Laws, as may be granted to it by resolution of the Board. Committees shall report either to the Board or to another Committee. Committees may be renewed, modified, or terminated at any time by resolution of the Board.

6.2. Committee Officers

The officers of each Committee shall consist of a Chair, who shall be a Member in Good Standing of the Council, shall preside at committee meetings and public hearings conducted by the Committee, and shall be responsible for submitting minutes and attendance records to the Board; and a Co-Chair, who shall be a Member in Good Standing of the Council, shall assist the Chair, and shall fulfill the Chair's responsibilities when the Chair is unavailable. The Chair and Co-Chair shall serve or be removed at the pleasure of the Board. No Member may serve as Chair of more than one committee.

6.3. Committee Membership

Unless otherwise provided by resolution of the Board, in addition to the officers, the membership of each Committee shall consist of those members of the Council who volunteer to serve and whose names are duly recorded by the Secretary of the Council. Unless otherwise provided by resolution of the Board, a member of a given Committee shall remain in good standing and shall be entitled to vote on that Committee's business unless he or she ceases to be a Member in Good Standing of the Council.

7. Amendments

These By-Laws may be amended by the following process:

- A Member may move to propose an amendment to these By-Laws at a meeting of the Council. The motion must receive a vote of one-third of the Members present for the amendment to be considered further.
- The full text of the proposed amendment shall be included in the notice of the next two meetings of the Council.
- The proposed amendment may be adopted by resolution of the Members by a two-thirds vote of the Members present at the second consecutive meeting.

Amendments shall take effect immediately.

8. Miscellaneous

8.1. Parliamentary authority

The rules contained in Robert's Rules of Order, Simplified and Applied shall govern meetings where they are not in conflict with with these By-Laws or other rules of the Council.

8.2. Fiscal year and audit

The fiscal year of the Council shall be the 1st of July through the 30th of June, inclusive. After the close of each fiscal year of the Council, financial transactions of the Council for the preceding fiscal year shall be reviewed by the Board of Directors, and a report of the review shall be made to Members at the October Meeting of the Council.

8.3. Dissolution

On dissolution of the Council, all of its net assets shall be paid over or transferred to one (1) or more exempt organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code. The organization to receive such property shall be designated by the Members. Any assets not so disposed of shall be disposed of by the Supreme Court in and for the County of Kings exclusively for one (1) or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

8.4. Severability

The invalidity of any provision of these By-Laws shall not affect the other provisions hereof, and in such event, these By-Laws shall be construed in all respects as if such invalid provisions were omitted.

9. Implementation

Upon adoption by the Council as provided under its existing by-laws (“Adoption”), these By-Laws will immediately replace all preceding by-laws of the Council, which previous by-laws will then be of no force or effect. Implementation of these By-Laws will take place as described herein.

9.1. Board of Directors

Each Officer of the Council at Adoption will serve in his or her respective office until the expiration of the Officer’s term as provided under these By-Laws. The term of office for At-large Directors serving at the time of Adoption shall be determined as follows: If Adoption shall occur in an even-numbered year, the At-large Director with the longest service on the Board of Directors will be considered to have been elected in that year, and any other At-large Directors will be considered to have been elected in the previous year. If Adoption shall occur in an odd-numbered year, the two At-large Directors with the longest service on the Board of Directors will be considered to have been elected in that year, and any other At-large Directors will be considered to have been elected in the previous year.

If there are more than three At-large Directors at the time of Adoption, the Director with the shortest service on the Board Directors will be considered to have resigned, until the number of At-large Directors has reached three.

If there are fewer than three At-large Directors at the time of Adoption, vacancies shall be filled as provided under these By-Laws.

9.2. Members

At the time of Adoption, the following individuals will be considered Members in Good Standing whose Effective Date anniversary is the date of the Meeting of the Council that takes place after the first Meeting of the Council following Adoption.

- Directors and Officers of the Council;

- Individuals who have participated in committees of the Council within the twelve months prior to Adoption; and
- Members of Member Organizations of the Council in good standing at the time of Adoption, whose names will be provided by each Member Organization not less than thirty days before the next Meeting of the Council. Member Organizations shall provide notice to their members of the two Meetings of the Council following Adoption.