

19TH WARD COMMUNITY ASSOCIATION, INC.

BY-LAWS

2014

A. GENERAL

1. The name of this membership Corporation shall be the “19th Ward Community Association of Rochester, New York, Inc.”
2. For the purpose of this Membership Corporation, the geographical boundaries of the area served by the 19th Ward Community Association shall be deemed to be as follows: bounded on the north by, and including properties adjacent to, the north side of West Avenue from the south side of the railroad tracks easterly to the center line of West Main Street and thence to the east side of Genesee Street; bounded on the east by, and including properties adjacent to, the east side of Genesee Street southerly to the center line of Brooks Avenue and thence along the north side of Brooks Avenue easterly to the Genesee River; bounded on the east and south by the Genesee River southerly to the city line (Barge Canal); and bounded on the west by the city line (Barge Canal) from the Genesee River northerly to the south side of the railroad tracks and the point and place of beginning.
3. The seal of this Membership Corporation shall be as follows: the name of the Corporation as set forth in the first by-law; the year of incorporation, 1966; and the words “Corporate Seal, New York.” The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed or upon adhesive substance affixed thereto. The seal on any corporate obligation for the payment of money may be facsimile, engraved, or printed.
4. The stated purposes of this membership corporation are as follows:
 - a. to create a conscious multi-racial community where individual and cultural differences are celebrated, and where people share a sense of community.
 - b. to insure that the community and individuals within it receive the kind of high quality services they need from public and private institutions.
 - c. to encourage resident home ownership and oppose any threat to the residential character of the community.
 - d. to advocate on issues pertaining to the entire metropolitan community, especially the city of Rochester.
 - e. to provide access to charitable services and necessities to the members of our community who can least afford them.
 - f. to coordinate activities that improve the quality of life in the 19th Ward.

5. Membership in this Corporation shall be open to:
 - a. all residents eighteen (18) years of age or over who live within the area served by the Association at no charge. Members who choose may become “dues-paying members” of the Association by paying annual dues.
 - b. individuals who are not residents of the area served by the Association, known as supporting members, shall not be able to vote at any of the meetings, regular or special, of the Association, except by specific approval of the Delegates’ Council. They may otherwise participate in the Association as described in the By-laws.
 - c. all places of worship within the area served by the Association.
 - d. all other organizations with a legitimate interest in the area served by the Association, when approved by the Delegates’ Council.

All members must complete an annual membership form and subscribe to the purposes of the Association. Dues-paying members must pay annual dues. In order to vote, all members (except supporting members, who cannot vote) must be registered at least 60 days prior to any meeting. Members must register each year and membership expires at the end of the month of registration.

Membership shall cease upon failure to reregister. Any membership shall cease upon evidence of failure, determined by a vote of Delegates’ Council, to live up to the Association’s objectives.

Members who are elected officials of city, county, state or federal government shall not be eligible to hold any office in the Association or to serve on Delegates’ Council.

6. Membership Dues:

The dues of this Association shall be determined by the Delegates’ Council of the Association annually. There shall be a discounted membership rate for **senior citizens** and **students**. **Household** membership will be two (2) to three (3) times that of the **Individual** membership. **Contributing** membership shall range from three (3) to six (6) times the Individual membership rate. **Sustaining** and **Sponsoring** membership may also be set at even higher annual rates.

All members will have the same rights and responsibilities regardless of the rate paid. All such dues shall be payable annually. To qualify for a Household membership, all individuals included in the household must reside together in a single residential unit and share their lives together.

7. The fiscal year of this Corporation shall begin on the first day of January and end on the thirty-first day of December.

B. DELEGATES’ COUNCIL

1. Except as otherwise herein expressly provided, the government of this membership corporation shall be vested in the Delegates' Council. The Delegates' Council shall be composed of the Executive Committee, one elected delegate from each district, one delegate from each of the member places of worship, and the chairpersons of all Association permanent committees. Should other member organizations desire participation in Delegates' Council, the member organization may select a delegate from within their organization, subject to the approval of delegate to the Council. The delegates from the member places of worship and other member organizations, together, shall not exceed the number of district delegates on the Delegates' Council.
2. The districts represented on the Delegates' Council shall be listed in Appendix A.
3. District delegates to the Delegates' Council must be duly elected, as hereinafter set forth, must be members in good standing, and must reside in the district they represent. No less than (10) days prior to the district meeting, the Secretary or Delegates' Council designee shall deliver to the convener of the district election a list of all registered district members, for use in determining the list of eligible voters. For a district to be represented by a delegate on the Delegates' Council, at least ten (10) members of this corporation must reside in the district.
4. The election of district delegates to the Delegates' Council shall be held annually in each district, preferably during the month of October. The district delegate shall be responsible for the proper convening of the election meeting in his or her district and for conducting the election. In the event that there is no delegate to convene and conduct the election meeting, the president, other member of the Executive Committee, or Delegates' Council designee shall convene the meeting and election or appoint a member of the district to convene the election. Notice of district meetings shall be delivered by mail, phone or electronically to all members in the district at least five (5) days prior to the meeting date. Ten percent (10%) of district members eligible to vote shall constitute a quorum at the district delegate election. Only registered members of the Association residing in the district that is holding the election may vote in that district's delegate election. A district delegate must be elected by a plurality of votes. The term of office for a delegate shall be one (1) year beginning on the first (1st) day of December and ending on the thirtieth day of November of the following year, at the conclusion of the day. District delegates shall be eligible for reelection for subsequent terms to the Delegates' Council.
5. Upon election of the district delegate in each district, the elected delegate shall appoint one (1) alternate delegate for the district from the members in good standing residing in the district and shall notify the Secretary or Delegates' Council designee of such appointment prior to the next annual meeting of the members of this corporation. The alternate delegate shall assist the delegate, shall attend the meetings of the Delegates' Council in the absence of the delegate, and shall be a voting member of such meetings of the Delegates' Council. Places of worship and other member organizations that have delegate representation on Delegates' Council may each appoint one (1) alternate delegate to serve in the

absence of their delegate, provided that notice of such appointment is delivered to the Secretary within thirty (30) days of the appointment of the delegate representing the place of worship or other member organization on the Delegates' Council. The terms of office of an alternate delegate shall be the same as that of a delegate.

6. A district delegate to the Delegates' Council may be removed from office as delegate, for good cause, shown by a majority vote of two-thirds (2/3) of the total membership of the Delegates' Council. Good cause for removal shall include but not be limited to: missing three (3) unexcused consecutive meetings of the Delegates' Council. An excusable absence must be obtained only by informing the President or other member of Executive Committee at least twenty-four (24) hours prior to the meeting that the delegate cannot attend.
7. If a vacancy occurs in a district delegate's position, the alternate delegate shall assume the position of the delegate. If there is no alternate delegate, a special meeting of the district shall be called to elect the delegate, who shall serve the balance of the unexpired term. Ten percent (10%) of the district members eligible to vote shall constitute a quorum at the special district delegate election. The delegate shall be elected by a plurality of votes and shall appoint an alternate delegate to serve the balance of the unexpired term.
8. One-third (1/3) of the voting membership of the Delegates' Council shall constitute a quorum thereof. Any meeting with less than a quorum shall not be considered an official meeting of the Delegates' Council. As such, while a meeting may be convened without a quorum to discuss issues, no votes or actions may be taken at such meetings that obligate the Association.

C. OFFICERS

1. The elected officers of this Corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. Each shall, upon assuming office, become a voting member of the Delegates' Council. The elected officers, two delegate representatives, and the immediate past President of this Corporation, if the past President desires, shall constitute the Executive Committee of the Delegates' Council.
 - a. The Executive committee shall act by majority vote of its members. Whenever possible, the Executive Committee will defer entering into any new fiscal obligations until the next Delegates' Council Meeting.
 - b. The Executive Committee will report at the very next Delegates' Council meeting any actions taken and any fiscal obligations entered into by the Executive Committee between Delegates' Council Meetings.
2. The officers of this Corporation shall be elected by a ballot at the annual meeting of the members of this Corporation. In the event that the slate of officers is running unopposed with no nominations from the floor a ballot shall be replaced by a voice vote to confirm their election. 100 members or one tenth of the

members eligible to vote, whichever is less, shall constitute a quorum. A member may NOT attend the annual meeting by use of a proxy. A plurality of all votes cast shall be necessary to elect. All officers shall be elected for a period of one (1) year and shall assume office upon the first (1st) day of January following their election. Each officer must meet the same requirements as delegates and the President shall not be elected to succeed him- or herself after two (2) consecutive one-year terms. One (1) year is defined as that period of time between annual meetings.

3. The President shall be the chief executive officer of the Association, shall preside at all meetings of the Association and the Delegates' Council, and shall perform the usual duties of a President. The President shall appoint the committee chairpersons with the approval of the Delegates' Council and shall appoint with the approval of the Delegates' Council a member of the Executive Committee to serve as liaison to each standing committee.
4. The First Vice-President shall, in the absence of the President, perform the duties of the President and shall also undertake such duties as are assigned by the President. The First Vice-President will also be responsible for the training of delegates.
5. The Second Vice-President shall, in the absence of the President and First Vice-President, perform the duties of the President and shall also undertake such duties as are assigned by the President.
6. The Secretary or Delegates' Council designee shall keep a roll of the membership of the Association and shall notify all members of the annual and special meetings of the Association and shall send such other notices of meetings as may be necessary or otherwise herein required. The Secretary shall keep a record of the proceedings of the meetings of the Association and such committee meetings at which his or her attendance may be required. The Secretary shall certify, for any election of District Delegates or Officers, the list of members in good standing and eligible to vote. Approved minutes of Delegates' Council meetings and any official meetings of the entire membership of the Association such as the Annual Convention shall be kept in official records in the Association Office.
7. The Treasurer shall take charge of the funds of the Association, the collection of dues and other fees payable, and shall pay all bills and just debts of the Association as authorized by the Executive Committee and/or the Delegates' Council. The Treasurer shall keep an accurate record of the accounts of the Association and shall submit to the Executive Committee and Delegates' Council, prior to the annual meeting, a financial statement of the affairs of the Association including an itemized statement of all monies received and expended and all assets and liabilities. The Treasurer shall arrange for an independent outside review of the finances of the corporation every five (5) years and is responsible for the timely filing of any required New York State or federal financial reporting. The Treasurer shall also, in consultation with the Finance Committee, prepare an annual budget for presentation to the Executive Committee and Delegates' Council in October of each year for review and approval. The

Treasurer will present the budget to the general membership for approval by voice vote at the annual meeting in November. Furthermore, the Treasurer shall submit a financial statement of the status of the budget at least four (4) times per year; as of January 31st, April 30th, August 31st and October 31st to the Executive Committee and the Delegates' Council. The Treasurer shall also assist the Finance Committee in an internal review to ensure the efficient and fiscally sound operations of the Association.

8. The two Delegates' representatives to the Executive Committee will be elected by a majority of the delegates [acting as a class of members] at the first meeting after the new delegates take their seats on December 1st.
9. Should a vacancy in the office of President occur, the First Vice President shall assume the office of President. If the office of First Vice President shall become vacant, the Second Vice President shall assume the office of First Vice President. If a vacancy shall occur for the elected offices of Secretary or Treasurer, the vacancy shall be filled by action of the persons entitled to vote for the election of such officer; except that if a vacancy occurs six months or less prior to the annual meeting in November, the Delegates' Council may appoint an officer to serve the remaining term until the next annual meeting.
10. An officer of the Executive Committee may be removed from office, for good cause shown, by the vote of two-thirds (2/3) of the total membership of the Delegates' Council. Good cause for removal shall include but not be limited to: the occurrence of three (3) unexcused consecutive absences from meetings of the Delegates' Council or Executive Committee. An excused absence must be obtained only by informing the President or other Executive Committee member at least twenty-four (24) hours prior to the meeting that the Executive Committee Member cannot attend, at which time the President will decide whether the reason for missing the meeting is excusable and inform the person requesting the excuse.

D. MEETINGS

1. Membership Meetings

- a. The annual meetings of the members of this Corporation shall be held in the month of November each year at a time and place to be selected by the officers of the Corporation.
- b. Special (other than annual) meetings of the members of this Corporation may be held at any time upon the call of the Delegates' Council, or upon a written request delivered to the Secretary of this Corporation, requesting such a meeting, signed by at least seven (7) members from each of any three (3) districts. Each petition shall state the purpose, time and location of the proposed meeting and the action proposed.
- c. At any meeting of the general membership of this Corporation, annual or special, 100 members or one tenth of the members eligible to vote, whichever is less, shall

constitute a quorum. Any such meeting may be adjourned with less than a quorum.

- d. Notice of any meeting of the general membership of this Corporation, annual or special, shall be in writing and mailed or by electronic notification to all members at least seven (7) days prior to the meeting date. The notice of a special meeting shall contain the location, time and meeting's agenda and only the items on the agenda so announced may be acted upon at the special meeting.
- e. At all meetings of this Corporation, Robert's Rules of Order shall be followed, except for matters of parliamentary procedure expressly provided for by these bylaws.
- f. At any meeting of the general membership of this Corporation, annual or special, each and every member eligible to vote, who is present, will be entitled to one equal vote on each and every matter presented to the membership for a vote. Under no circumstances will written or oral proxies be allowed at such meetings.

2. Executive Committee, Delegates' Council and Standing Committee Meetings

- a. Meetings of the Executive Committee and Delegates' Council shall be held in September, November, March, and May of each year and at such other times as the President shall deem necessary. Notice of the time and place of such meetings shall be given to each delegate at least five (5) days prior to the meeting date.
- b. Action without Meeting: Any action to be taken by the Delegates' Council or a committee may be taken without a meeting if all persons who are entitled to vote on the matter consent to the action in writing or by e-mail. Such written or e-mailed consent shall be filed with the records of the meetings of the Delegates' Council or applicable committee, and shall be regarded for all purposes as a vote at a meeting.
- c. Use of Telephone: Any person may participate in a meeting of the Executive Committee, Delegates' Council or a committee by means of a conference telephone or similar communications equipment or electronic means allowing all persons participating in the meeting to hear and/or see each other at the same time.
- d. Special Meetings: Special meetings of the Executive Committee shall be held whenever called by the President. Special meetings of the Delegates' Council shall be held whenever called by the President, or by two other Delegates. Special meetings of a committee may be held whenever called by the chairperson or two other members of the committee. Notice shall be by mail, e-mail or other electronic means, or telephone, and shall state the purpose, time and place of the meeting.

E. COMMITTEES

1. The standing committees of the Association shall be the Public Safety, Finance, Membership, and Schools committees. Any person from the general membership is eligible to serve on any standing committee except the Finance committee. The Finance committee shall be made up of the current Treasurer, past Treasurer(s) and persons from the general membership subject to the approval of the Delegates' Council.
2. The Delegates' Council may create ad hoc committees to address specific neighborhood concerns or Association issues that are unable to be addressed by a standing committee.
3. All chairpersons and committee members must abide by established guidelines as set forth in Appendix B. It is the responsibility of each committee chairperson to ensure every committee member has a copy.
4. The President, with the approval of the Delegates' Council, shall appoint a Candidate Identification Committee of not less than three (3) members for the purpose of nominating officers of the Association two (2) months in advance of the annual meeting of the Association.
5. The Candidate Identification Committee shall present candidates for each office for nomination at the annual meeting of the Association. The list of candidates for nomination shall be included in the notice of the annual meeting. After the presentation of these candidates, other nominations from the floor will be accepted. All ballots shall be secret when competing candidates are selected.

F. INTERESTED Officers and Delegates

1. Any officer or delegate of this Corporation who is the director or officer of another organization or has a substantial financial interest in such other organization shall be "Interested" in or have an "Interest" in such other organization.
2. Any interested officer, delegate, or employee shall disclose such interest to the Delegates' Council and decline from voting on any contract or transaction with respect to such other organization.
3. Common or interested officers or delegates may be counted in determining the presence of a quorum at a meeting of the Delegates' Council or a committee which authorizes such contract or transaction.

G. AMENDMENTS to Articles of Incorporation or By-Laws of the Association

1. Amendments to the Articles of Incorporation or By-Laws of the Association, shall be submitted in writing by mail or electronic means, to the Secretary sixty (60) days prior to the annual meeting or any special meeting of the Association and shall be published in the notice of the

meetings. To so amend the Articles of Incorporation or By-Laws, it shall require three-fourths (3/4) of all members present and eligible to vote.

2. Sections D.2. (Delegates Council, Executive Committee and Standing Committee Meetings), E and F of the By-Laws of this Corporation may be adopted and amended by the Delegates' Council without a vote by the general membership but through two affirmative votes of three-fourths (3/4) of the delegates present at two consecutive Delegates' Council meetings. The new or amended By-Laws(s) shall be first proposed at a meeting of the Delegates' Council and shall require the affirmative vote of three-fourths (3/4) of the delegates present and voting. If accepted, the notice of the next consecutive meeting of the Delegates' Council shall contain the notice of the proposed new or amended By-laws(s). It shall be voted on and require the affirmative vote of three-fourths (3/4) of the delegates present and voting at that consecutive meeting to adopt or amend By-Laws of this Corporation.

LaShay Harris
President, 19th Ward Community Association
Approved by Delegates' Council 10/09/2014
Approved by General Membership MM/DD/YYYY