



# CHARLOTTE COMMUNITY NEWS SPECIAL EDITION—NEW BYLAWS As Proposed November, 2015



A Publication of the Charlotte Community Association - our 52<sup>nd</sup> year serving Charlotte- A Community that Cares!

## Charlotte Community Association Mission and Vision Statements

**M**ISSION: To build a stronger community and to enhance the lives of our residents by providing a forum for sharing information, connecting neighbors and stakeholders, and fostering civic engagement while preserving and promoting the heritage of the Village of Charlotte.  
**V**ISION: A safe, vibrant, and inviting place to live, work and visit; a family-friendly community and a year-round destination celebrated for its rich history and natural resources.

Dear Charlotte Community Association Members,

This special edition of the Charlotte Community News is entirely devoted to providing you with information about **proposed bylaws** that you will be asked to **vote on at the December 7<sup>th</sup>**, 2015 General Membership meeting at the Roger Robach Center.

The CCA Board began the year with a mission to create and/or update processes and procedures to provide clarity for members and officers in conducting business of the Association. The Board engaged the law firm of Merzbach Law Office, P.C. to review the bylaws and recommend revisions. These are reflected in the proposed Amended and Restated Bylaws enclosed herein.

To help you understand what’s changed, we’ve included a table outlining the **major changes** from the current bylaws. You’ll find this on pages 9-10. If you are unable to attend the December 7<sup>th</sup> meeting, you are encouraged to identify someone to be present and submit your vote. This can only be done by completing a **Proxy form**, on page 11.

I urge you to review these amended bylaws and come to the December 7<sup>th</sup> meeting and cast your vote on this important issue. Your voice and vote is important! If you have any questions or comments, please call the CCA information line at 585-865-6101 or send an email to [infocharlottecca@gmail.com](mailto:infocharlottecca@gmail.com)

Thank you very much.

Clare Stortini, CCA Board President

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## Charlotte Community Association Bylaws—Proposed, October, 2015

### Article 1. NAME

This organization shall be known as the Charlotte Community Association (23<sup>rd</sup> Ward), Inc. (“CCA”, “Association” or “Corporation”).

### Article 2. LOCATION

The geographical area of the Association shall be the Charlotte neighborhood located in the City of Rochester, New York, bounded by the Genesee River on the east, the Town of Greece to the west, to the historic 19th century Holy Sepulchre and Riverside Cemeteries on the south, and Lake Ontario on the north. The principal office of the Association shall be in the County of Monroe, New York.

### Article 3. PURPOSE

The Association shall promote the safety, general welfare and the betterment of the Charlotte community including by means of the following:

- a. Provide information to and communicate with the residents of Charlotte, neighboring areas of Greece and Irondequoit, area businesses and other community groups, and neighborhood associations within the City of Rochester.

- b. Provide a forum for, and act as a representative of, members of the Association and Charlotte residents.
- c. Study and research area issues.
- d. Develop future goals and directions.
- e. Make recommendations and promote Charlotte as appropriate to city, county, state and federal governments.
- f. Collaborate with other groups and organizations within and outside the community for the common good of Charlotte.

The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors, officers or (should it ever have members) its members. No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaigns on behalf of any candidate for public office.

#### **Article 4. GUIDING PRINCIPLES**

The Guiding Principles of the CCA shall be:

- a. Non-partisan.
- b. No discriminatory barriers shall be made on any basis, including race, creed, national origin, gender, or sexual orientation.

#### **Article 5. MEMBERSHIP AND DUES**

**MEMBERSHIP:** The membership of CCA shall consist of General members and Voting members. Members do not have to be residents or business owners.

##### **a. General Members:**

General members shall be those residents or non-residents interested in the goals and purpose of the CCA upon completion of a CCA membership application and payment of dues. The annual membership period shall be January 1st to December 31<sup>st</sup>. A General member shall receive all communications but have **no voting privileges** unless he or she is also a Voting member.

##### **b. Voting Members:**

Voting members shall be those General members who register with CCA each year to obtain voting privileges. All Voting members will have the right to cast one vote in person or by proxy at any Association meeting on any matter as to which members are entitled to vote. Voting member registration forms shall be available any time in the community newsletter and through the official CCA website and shall be available at each membership meeting requiring a vote. Registration shall be valid until December 31<sup>st</sup> of any year when all memberships must be renewed or expire.

**DUES:** The annual amount shall be determined by a majority vote of the Board of Directors. The previous year's dues structure will be considered in effect in the event the Board of Directors takes no specific action to make such changes. Dues received after January 1 will be prorated for new members only.

#### **Article 6. GOVERNANCE**

##### **BOARD OF DIRECTORS**

The affairs and business of the association shall be managed by a Board of Directors, consisting of at least nine (9) persons and no more than fifteen (15) persons. The number of Directors shall be fixed by the Board and may be increased or decreased by majority vote of the entire Board of Directors. No decrease shall shorten the term of any Director. Expectations and responsibilities of the Board of Directors are:

- a. Eligibility to serve:
  1. Must be a registered Voting member of the CCA for a minimum of 30 days;
  2. At least two thirds (2/3) of the Board are required to reside within the boundaries of Charlotte;
- b. All members of the Board of Directors are expected to attend and actively participate in all meetings.
- c. Any members of the Board of Directors shall comply with the Association's Conflict of Interest Policy.
- d. The Board of Directors is expected to take action on behalf of the CCA on short notice in the event action is required prior to the next scheduled meeting.
- e. Any member of the Board of Directors campaigning for a public office shall relinquish his/her office temporarily, pending the outcome of the election. Any member of the Board of Directors elected to a public office shall be required to resign from his/her position.

**OFFICERS**

The Board of Directors shall be led by a least five Officers. There shall be a President, Vice-President, Secretary, Treasurer, and Chief Communications Officer, and any other Officer as the Board determines. Additional Officers may be added at the discretion of the Board. The responsibility of Officers is to carry on the day-to-day business of the CCA. Following the election of the Board of Directors each year, the new Board of Directors selects the officers to serve for that year.

**Qualifications:** All Officers must be members of the Board and Voting members of the Association.

**a. President:** The President shall:

1. Be the Chief Executive Officer of the Association;
2. Preside at all Member and Board of Directors meetings;
3. Appoint chairs of committees of the Association with Board of Directors approval;
4. Designate ad hoc committees and appoint chairs of ad hoc committees with the advice and consent of the Board of Directors;
5. Attend, or may duly appoint a delegated representative to attend, any meetings of public bodies related to the objectives of the Association and may act as its official spokesperson;
6. Shall serve as an Association representative on such organizational bodies as may be approved by the Board of Directors or shall appoint a representative with the approval of the Board;
7. Report to the Board of Directors before taking any action on specific issues that involve the CCA name or the community as a whole;
8. Inform newly elected Directors and appointed Officers of their duties and responsibilities.

**b. Vice President:** The Vice President shall:

1. In the absence of the President, perform all duties of that office and such other duties as may be assigned by the President;
2. Act as an aide to the President;
3. Coordinate internal operations, such as committees; monitor committee plans of work and collect monthly committee reports for the Board's review.

**c. Secretary:** The Secretary shall:

1. Work with the President to develop meeting agendas;
2. Ensure that all meeting minutes are taken, typed and distributed for approval;
3. Keep a roll of the attendance at the Board of Directors meetings and meetings of the Association members;
4. Notify the Board and membership of all meetings;
5. Keep records and conduct or arrange for another to conduct such correspondence as required by the President and cause to be posted on the official CCA website;
6. Maintain the CCA records for historical archive purposes;
7. Provide copies of the Bylaws to all Board members and the general membership upon request;
8. Assist the President in creating orientation materials for new Board members.

**d. Treasurer:** The Treasurer shall:

1. Take charge of the funds of the Association;
2. Collect such fees as may be payable and pay all bills and just debts of the Association as authorized by the Board of Directors;
3. Keep an accurate profit/loss record of accounts, receipts and expenditures;
4. Present a monthly financial report to the Board of Directors and membership;
5. Place on file all bank statements for the Association's accounts;
6. Work with Committee Chairs to develop an annual budget by October to be presented to the members for approval at the General Meeting in November;

7. Submit all books for an annual review by the board;
8. Gather appropriate documents for annual tax returns as needed.

**e. Chief Communications Officer (CCO):** The CCO shall:

1. Oversee all official communications of the Association, including the newsletter, website, social media, and general correspondence of the Board of Directors;
2. Act as Board Liaison to Communications Committee (the newsletter editor, webmaster, and social media moderator);
3. Advise the President on external media relations (TV news, local newspapers, etc.);
4. Develop surveys for the Association as requested by the Board of Directors.

**MEETINGS:**

**a. Board of Directors Meetings:**

The Board of Directors shall meet at least once per month at least ten times per year at a time and place designated by the President, who shall prepare an agenda for each meeting with the Secretary and make it available to the Board members. Regular meetings of the directors shall be held without further notice at times and places determined by resolution of the Board.

Special meetings of the Board may be called by the President or upon written request of at least three (3) board members with at least three (3) days written notice. Written notice of time and place of special meetings of directors shall be given to each director either by personal delivery or by mail, telephone, fax transmission or e-mail at least two (2) days before the meeting.

Any one or more directors, or committee members, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

**b. Community Meetings:**

Unless otherwise specified by the President or Board of Directors, the membership of the Association shall meet on the first Monday of the month and the meetings shall be open to the community. A minimum of ten (10) meetings per year must be held and announced in the CCA community newsletter at a place designated by the President, including an annual meeting for the election of Directors, to be held each November. Should the first Monday fall on a legal holiday, the meeting shall be held on the following Monday.

Special meetings of the community may be called by the President, by the Secretary upon written request of ten (10) Voting members of the Association to the Secretary, or by the Board of Directors. Notice shall be given at least ten (10) days prior to the Special Meeting, either in the CCA community newsletter or in a similar publication distributed to members. In addition, Voting members shall be notified of the annual meeting and of any other meeting at which action may be taken by one of the following methods: (1) first class mail, not less than ten (10) nor more than fifty (50) days before the date of the meeting, (2) any other class of mail, not less than thirty (30) nor more than sixty (60) days before such date; or (3) electronic mail and/or website posting. The Board of Directors shall determine the method to be used.

**c. Minutes** of all meetings shall be kept by the Secretary and shall be approved at the next meeting. General and Special meetings of the members minutes are approved by the Voting members present at the next General meeting; Board of Directors meeting minutes are approved by the Board only. Upon approval, the minutes shall be posted and archived on the CCA website.

**QUORUM AND VOTING:**

**a. Membership Quorum, Voting and Proxies:**

A quorum at all meetings of the members shall consist of the lesser of 100 Voting members of the Association or one-tenth (1/10) of the Voting members. Members may vote in person or by proxy. Proxies for the annual election shall be delivered in the September CCA newsletter. **Proxies for all meetings shall be made available at monthly community meetings.** A proxy may be revoked by a member attending a meeting and wishing to vote in person. Any Association action other than the amendment of these Bylaws shall be authorized by a majority of the votes cast.

**b. Director Quorum, Voting:**

A quorum of the Board of Directors shall consist of two thirds (2/3) of the members of the Board. A quorum must be present in order for the Board to take a vote. Each Board member is entitled to one (1) vote. The majority vote of the members of the Board present at the time of a vote shall be the act of the Board of Directors.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Board members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent shall be filed with the minutes of meetings of the Board.

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ELECTIONS AND TERMS OF OFFICE.**

### **a. Nominations:**

The President shall, with the approval of the Board, appoint a Nominating Committee in June of at least two Voting members of the Association to recommend candidates for each Board position to be vacated. The Committee shall publish in the July and August issues of the CCA newsletter a solicitation for Voting members interested in serving on the Board. The Committee's recommendations shall be made to the Board no later than the September meeting of the Board. The President shall solicit written responses from all recommended candidates. Other nominations may be filed with the President or Secretary on written petition of ten (10) Voting members, or may be made from the floor at the September meeting of members. No further nominations will be accepted beyond the September membership meeting. The President shall cause the printing of all nominations, including the Nominating Committee's recommended slate as well as nominations from the Voting membership petition, in the October issue of the CCA community newsletter. **Proxy voting forms shall be included in that mailing.** Candidates shall be invited to be introduced at a "Meet the Candidates" session at the October CCA meeting of members.

### **b. Board of Directors:**

The Board of Directors shall be elected to a two (2) year term of office, not to exceed three (3) consecutive terms. The term of office will start January 1<sup>st</sup> following elections and end December 31<sup>st</sup> of the following year.

Directors shall be elected at the November Annual Meeting of members. The Board of Directors shall be divided into two classes, as nearly equal in number as possible. Directors shall serve for a term of two years, with the term of one class expiring each year *in rotation*. As a result, one class of Directors shall be elected each year. Should a Director be unable to fulfill his or her term of office, the Board shall appoint a successor in accordance with Article 6, "Board of Directors."

### **c. Officers:**

Each year the new Board of Directors shall elect the Officers of the Association at their first meeting in January. Officers shall be elected by a majority of the votes cast by the entire Board of Directors. Any member of the newly elected Board of Directors may serve as an Officer of the Association. All Officers must be members of the Board. Officers shall serve a one-year term ending December 31<sup>st</sup>.

### **d. Election:**

Directors shall be elected by a plurality of the votes cast by Voting members.

### **e. Transition:**

After the election, the outgoing Board President shall schedule a joint meeting in December with the outgoing Board members and the newly elected Board members to address transition issues (phone, email, website access; PO Box access; records transfer, etc.).

## **REMOVAL AND VACANCIES:**

a. Any position of the Board of Directors shall be declared vacant:

1. Upon the resignation of the individual;
2. Upon missing any three (3) meetings within the fiscal year unless, at that point, a majority vote of the Directors decides otherwise; or
3. Upon removal by a majority vote of the Directors for good cause (as determined by the Board), including but not limited to circumstances in which a Board member is found to be in violation of these Bylaws, and after an opportunity to respond, present evidence and witnesses.

b. Any Director may be removed from office by a majority vote of the Board of Directors.

c. The Board of Directors may fill vacancies on the Board of Directors or in any office. Any person filling a vacancy shall hold the office for the unexpired term of his or her predecessor.

## **Article 7. FINANCE**

a. **Fiscal Year:** The fiscal year of the Association shall be from January 1 to December 31.

**b. Budget:**

A proposed annual budget shall be prepared by the Treasurer, who shall consult with the Chairs of all committees of the Association. The Treasurer shall present the proposed budget to the Board of Directors for their review in October and to the Membership at the November meeting. The Voting members of the Association will adopt the annual budget by majority vote at the November meeting and the budget shall be effective on January 1st each year. Committees shall stay within budget allocations of the fiscal year unless expenditures in excess of budget allocations are approved by the Board.

**c. Checks:**

The Treasurer and President shall have the authority to sign checks on behalf of the CCA. In the event that neither are available, the responsibility shall fall to the Vice President and then to the Secretary. Non-budgeted expenses or expenditures of \$100 or greater requires approval of a majority vote of the Directors.

**d. Accounting Review:**

The books of the Association shall be subject to an annual review by the Board of Directors.

**Article 8. COMMITTEES**

The activities of the CCA shall be driven by two types of committees: a) Committees of the Corporation: governing the external affairs of its members and the community (i.e. Communications, Safety & Security); and b) Committees of the Board: governing internal organizational operations (i.e. Executive, Audit).

**a. Committees of the Corporation:**

The Board may establish a committee of the Corporation at any time to address the needs of the community. Each committee shall be presided over by a Chairperson from the community and supported by a Board Liaison appointed by the President and approved by the Board of Directors. Committees are open to all interested voting members.

The composition of each Committee shall be determined by the Chairperson but may be changed by the Board in its discretion. A description shall be created and approved by the Board to provide the committee's charge. Each Committee will operate under an annual Plan of Work that has been approved by the Board. The committees shall have only those powers specifically delegated by written resolution of the Board of Directors. Changes to Plans of Work must be approved by the board.

**b. Committees of the Board:****1. Executive Committee:**

There shall be an Executive Committee consisting of the President, Vice President, Secretary, Treasurer, and Chief Communications Officer (CCO). The Executive Committee shall have the authority of the Board to take action between regular Board meetings except that the Executive Committee shall have no authority as to the following matters:

- a. Any action requiring the vote of the members;
- b. Filling vacancies in the Board of Directors or in any Committee;
- c. Amendment, repeal or adoption of Bylaws; or
- d. Amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

Any member of the Executive Committee may call an Executive Committee meeting.

- a. The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other committees of the Board, each consisting of three or more directors, and each of which, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no such committee shall have authority as to the matters as to which the Executive Committee is limited.

**2. Committee Budgets:**

Creation of the Budget and subsequent expenditures of any committee shall be determined by the Committee Chairperson and the Treasurer and approved by the Board of Directors.

**3. Reports by Committees:**

Each Committee must deliver a written report to the Board each month prior to that month's Board meeting and shall keep the General members advised of the committee's activities and progress via articles in the CCA newsletter and website.

**Article 9. BILL OF RIGHTS****a. Expenditure of Funds:**

No expenditure of Association funds impacting directly upon the property of a member shall be made without prior

discussion and consultation with that member.

b. **Agency Proceedings:**

No representation before a public body or to a governmental agency regarding the property of a member shall be made by an Association Officer or Director without prior consultation with that member. If attempts at personal or telephone contact fail, a letter will be sent, return receipt requested, describing the condition in question. If the member does not respond within 5 days after receipt, the restrictions in this provision shall be null and void. Any representation before a public body or governmental agency on behalf of the CCA shall include a summary of the result of the consultation and discussion with the member.

c. **CCA Representation:**

No representation or speech before any public or governmental body shall be made on behalf of the Association unless that individual's appearance and testimony has been authorized in advance by the Executive Committee or the Board of Directors.

d. **Personal Financial Gain:**

No member of the Board of Directors and no Committee Chairperson may act in an official capacity with regard to matters, which are of personal financial gain to that person. Please refer to the Association's Conflict of Interest Policy.

## **Article 10. POLITICAL AFFILIATION**

The Association shall not be affiliated in any way with any political party and shall not endorse any political candidate.

## **Article 11. AMENDMENTS**

Individual Articles may be amended at any Membership meeting by a vote of 2/3 of the Voting members present or voting by proxy, provided that written notice of proposed amendments has been given to the membership by publication in the *Charlotte Community News* at least ten (10) days in advance.

## **Article 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

a. **Indemnification:**

1. To the full extent required or permitted by the provisions of the New York Not-for-Profit Corporation Law, or by any amendment thereof or other statutory provisions authorizing or permitting such indemnification adopted after the date hereof, and subject only to the exclusions set forth in Section (a) (2) below, the Corporation shall hold harmless and indemnify any person, his or her testator or intestate against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees and costs of investigation, actually and reasonably incurred in any action or proceeding or any appeal therein in which that person is made or threatened to be made a party (including an action, proceeding or any appeal there from by or in the right of the Corporation to procure a judgment in its favor) whether civil, criminal or investigatory, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which that person served in any capacity at the request of the Corporation, by reason of the fact that he or she was a Director or Officer of the Corporation or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity.
2. No indemnification shall be made to or on behalf of any person if a judgment or other final adjudication adverse to that person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Furthermore, no indemnification pursuant to Section 1 hereof shall be made by the Corporation (i) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful, or (ii) with respect to any proceeding or settlement not authorized or consented to by the Corporation.

b. **Continuation of Indemnity:**

All agreements and obligations of the Corporation pursuant to this Article shall continue during the period the person is a Director or Officer of the Corporation (or serves any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation) and shall continue thereafter so long as the person shall be subject to any possible claim or threatened, pending or complete action, suit or proceeding, whether civil, criminal, or investigative, by reason of the fact that the person was a Director or Officer of the Corporation or serving in any other capacity referred to herein.

c. **Notification and Defense of Claim:**

Promptly after receipt of notice of the commencement of any action, suit or proceeding, a person seeking indemnifica-

tion pursuant to this Article shall notify the Corporation of the commencement thereof, but the omission so to notify the Corporation will not relieve it from any liability which it may have to the person otherwise than under this Article. The Corporation will be entitled to participate at its own expense in any such action, suit or proceeding as to which the person notifies the Corporation. Except as otherwise provided below, to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the person seeking indemnification. After notice from the Corporation to that person of its election so to assume the defense thereof, the Corporation will not be liable to the person under this Article for any legal or other expenses subsequently incurred by the person in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided below. The person seeking indemnification shall have the right to employ his or her counsel in such action, suit or proceeding, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of that person unless (A) the employment of such counsel has been authorized by the Corporation, (B) the person has reasonably concluded that there may be a conflict of interest between the Corporation and that person and the conduct of the defense of such action or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any action, suit or proceeding brought by or on behalf of the Corporation as to which a person seeking indemnification shall have made the conclusion provided in (B) of the preceding sentence.

d. **Advancement and Repayment of Expenses:**

All expenses reasonably incurred by a person entitled to indemnification under this Article in connection with a threatened or pending proceeding covered by this Article shall be promptly advanced or reimbursed by the Corporation upon receipt of written demand and an undertaking by that person to reimburse the Corporation for all reasonable expenses paid by the Corporation in defending the proceeding or advance to the person in accordance with the preceding section in the event and only to the extent that it shall be ultimately determined the person is not entitled to be indemnified by the Corporation for such expenses under the provisions of the New York Not-for-Profit Corporation Law, the Corporation's Certificate of Incorporation or this Article.

e. **Procedure for Indemnification:**

The Board of Directors shall make the determinations with respect to indemnification pursuant to Section A of this Article in accordance with the requirements of New York Not-for-Profit Corporation Law.

f. **Contractual Article:**

This Article shall be deemed to constitute a contract between the Corporation and each person who may be entitled to indemnification hereunder, who serves in such capacity at any time this Article is in effect. No repeal or amendment of this Article shall reduce the indemnification of any person pursuant to this Article except with respect to events occurring 30 days thereafter provided that prior written notice of the repeal or amendment is given to that person. No amendment of the New York Not-for-Profit Corporation Law shall reduce the indemnification under this Article with respect to any event occurring or allegedly occurring prior to the effective date of such repeal or amendment.

g. **Insurance:**

The Corporation may purchase and maintain insurance to indemnify the Corporation and any person eligible to be indemnified under this Article within the limits permitted by law.

h. **Non-exclusivity:**

The indemnification provided by this Article shall not be exclusive of any other rights, which may be granted by or pursuant to any statute, corporate charter, Bylaw, resolution of members or Directors or agreement. To the full extent permitted by law, the Corporation is authorized to enter into agreement with any such person providing him or her additional rights to indemnification or advancement of expenses.

## **Article 13. MISCELLANEOUS**

a. **Construction:**

If there is a conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation shall govern. All questions of government and procedure for which no provisions is made in the Certificate of Incorporation or in the Bylaws and not addressed in the New York Not-for-Profit Corporation Law shall be decided in accordance with Roberts Rules of Order, where applicable.

b. **Reconciliation:**

The masculine gender whenever used herein, shall include the feminine; the neuter shall include the masculine and feminine as necessary or appropriate.

## **Article 14. DISSOLUTION:**

In the event of the dissolution of the Corporation, all remaining property or assets of the Corporation shall, after necessary expenses thereof, be distributed to such organizations which shall qualify under

Section 501(c) of the Internal Revenue Code of 1986, as amended, and regulations thereunder, or to another organization to be used in such manner as in the judgment of the Attorney General of New York or a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.

### Charlotte Community Association

#### Proposed Bylaws—Summary of Major Changes from Current Bylaws

Following is a summary of the major changes from the current bylaws to the proposed bylaws which will be presented to the CCA members for a vote at the December General Membership meeting on Monday, December 7th.

#### Article 1: Name

Clarified the official name of the Charlotte Community Association (23<sup>rd</sup> Ward), Inc., per its incorporation document filed on January 2, 1963.

#### Article 5: Membership and Dues

<i>Change</i>	<i>Impact</i>
<ul style="list-style-type: none"> <li>Created two member categories: General and Voting</li> </ul>	<ul style="list-style-type: none"> <li>Under the current bylaws, every membership is entitled to cast one vote. This change will remove members who do not wish to vote from the required quorum.</li> </ul>
<ul style="list-style-type: none"> <li>Voting may be done in person, or by proxy.</li> </ul>	<ul style="list-style-type: none"> <li>Creates an opportunity for members who are out of town to vote. Proxy must be delivered to the CCA Board at, or before the general meeting where a vote will take place.</li> </ul>
<ul style="list-style-type: none"> <li>Dues received after January 1<sup>st</sup> will be prorated for new members.</li> </ul>	<ul style="list-style-type: none"> <li>Current bylaws does not allow for any proration. New members must pay a full year dues, regardless of when they join during the calendar year.</li> </ul>

#### Article 6: Governance

<i>Change</i>	<i>Impact</i>
<ul style="list-style-type: none"> <li><b>Board of Directors:</b> <ul style="list-style-type: none"> <li>Must be a registered Voting member for a minimum of 30 days.</li> <li>At least two thirds (2/3) must reside within the boundaries of Charlotte</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Clarifies Board member qualification.</li> <li>Opens up Board positions to residents outside of the Charlotte neighborhood.</li> </ul>
<ul style="list-style-type: none"> <li><b>Officers:</b> <ul style="list-style-type: none"> <li>Clarified and documented responsibilities for each officer.</li> <li>Created role of Chief Communications Officer. A Board position with oversight of both internal and external communications.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Provides more information and process clarity for Officers and CCA members.</li> <li>Board level role to ensure communications consistency across all committees/functions. Outlines approved communication channels.</li> </ul>
<ul style="list-style-type: none"> <li><b>Meetings:</b> <ul style="list-style-type: none"> <li>Board of Directors shall meet at least once per month, at least ten times per year.</li> <li>Community Meetings, previously called Coalition meetings, will be held on the first Monday of the month and open to the community. A minimum of ten (10) meetings will be required.</li> <li>Special meetings of the community may be called upon written request of ten (10) Voting members. Notice shall be given at least ten (10) days prior to the Special meeting either in the CCA newsletter or in a similar publication distributed to members.</li> <li>Minutes will be kept and published for all meetings.</li> </ul> </li> </ul>	<sup>1</sup> <ul style="list-style-type: none"> <li>The Board determined that meeting on the same day as the general membership meeting did not allow enough time to cover all CCA business. This change will allow the Board to meet on a different day from the general membership meeting.</li> <li>Current bylaws require a meeting every month. This allows the Board flexibility to manage meeting schedules.</li> <li>Establishes an opportunity and protocol for members to call a special community meeting.</li> <li>Creates requirement to document, archive and communicate meeting activity to members.</li> </ul>

**Article 6: Governance - Continued**

<i>Change</i>	<i>Impact</i>
<p><b>Quorum and Voting:</b></p> <ul style="list-style-type: none"> <li>Established a quorum for meetings of the members.</li> <li>Established a proxy process.</li> <li>Established the quorum for Board of Directors and clarifies that Board members who attend by means of a conference telephone or similar communications equipment are considered present at the meeting.</li> </ul>	<ul style="list-style-type: none"> <li>Clarifies quorum and creates an opportunity for voting members to vote via proxy if they cannot be present at a meeting where a vote is taken.</li> <li>Creates a provision to allow Board members to participate in meetings through electronic telecommunication methods if unable to be onsite.</li> </ul>
<p><b>Elections and Terms of Office:</b></p> <ul style="list-style-type: none"> <li>Nominations</li> <li>Officers will be elected by the Board of Directors in January.</li> <li>Transition – the new bylaws define a process and responsibilities for transitioning new Board President and Board members.</li> </ul>	<ul style="list-style-type: none"> <li>Clarifies nominating process and timing including communication to members of nominees and proxy mailing.</li> <li>Establishes a process that the Board of Directors will elect the Officers of the Association. Current Bylaws do not have a provision, but past practice has been that Officers are elected for their specific position (President, Vice-President, Director, etc.).</li> <li>Creates a requirement for a transfer of knowledge process as people change roles that will minimize disruption for members and ongoing work.</li> </ul>

**Article 7: Finance**

<i>Change</i>	<i>Impact</i>
<ul style="list-style-type: none"> <li>This newly created section states that the annual budget will be reviewed with members and presented for a members’ vote at the November meeting.</li> </ul>	<ul style="list-style-type: none"> <li>Creates accountability for financial review with members.</li> </ul>

**Article 8: Committees:**

<i>Change</i>	<i>Impact</i>
<ul style="list-style-type: none"> <li>Establishes Committees of the Corporation and Committees of the Board</li> </ul>	<ul style="list-style-type: none"> <li>Provides definition, roles, responsibilities and requirements for various committees which will help members, committee members and Board members to efficiently perform their duties.</li> </ul>

**Article 9: Bill of Rights**

<i>Change</i>	<i>Impact</i>
<ul style="list-style-type: none"> <li>This is a new section that explains member rights and Board responsibilities for representation and conflict of interest.</li> </ul>	<ul style="list-style-type: none"> <li>Provides guidance to members and Board members for situations that may arise.</li> </ul>

**Article 10: Indemnification of Directors and Officers**

<i>Change</i>	<i>Impact</i>
<ul style="list-style-type: none"> <li>This is a new section that outlines indemnity guidelines for Officers and Board of Directors under New York Not-for-Profit Corporation Law.</li> </ul>	<ul style="list-style-type: none"> <li>Provides protection for Board members in the event of a law suit or other legal action against the Corporation.</li> </ul>

**Article 14: Dissolution**

<i>Change</i>	<i>Impact</i>
<ul style="list-style-type: none"> <li>This new section explains what will happen to assets if the Association dissolves.</li> </ul>	<ul style="list-style-type: none"> <li>Provides a roadmap for the Board of Directors to follow.</li> </ul>

**Charlotte Community Association (23rd Ward), Inc.**

**Member Proxy Form**

**For the Election of Board of Directors on December 7th, 2015**

If you are unable to attend the December 7th, 2015 meeting to vote in person, please complete this proxy form to authorize another member to vote for you. In Part A, below, please declare who your proxy will be. **Part B will be completed by your proxy who will then present this form at the December 7th, 2015 meeting to cast your vote.** Part C is your vote.

This proxy, when properly executed, will be voted in the manner directed by you. If no direction is given in Part C, this proxy will be voted FOR the approval and adoption of the Amended and Restated Bylaws. If you abstain, your proxy will count as a No Vote.

Your vote by proxy is important to us. A majority of members present by proxy or in person is necessary to conduct a meeting of the members. Please complete, sign, date and give to the person that you assign as your proxy

\*\*\*\*\*

**PART A – Assign your proxy here:**

I, (print) \_\_\_\_\_, assign \_\_\_\_\_

as my proxy to vote on the Amended and Restated bylaws of the Corporation at the December 7th, 2015 meeting.

Your address: \_\_\_\_\_ Your phone number: \_\_\_\_\_

Your signature: \_\_\_\_\_ Date: \_\_\_\_\_

\*\*\*\*\*

**PART B – Your proxy registers to serve as your proxy here:**

Proxy name: \_\_\_\_\_ Proxy phone number: \_\_\_\_\_

Proxy address: \_\_\_\_\_

Proxy signature: \_\_\_\_\_ Date: \_\_\_\_\_

\*\*\*\*\*

**PART C – I direct my proxy to vote on my behalf in the following manner:**

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
To approve and adopt the Amended and Restated bylaws of the Corporation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**IMPORTANT: Your Proxy MUST be present and bring your completed form to the December 7th, 2015 meeting to cast your vote.**

Charlotte Community Association  
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 Rochester, NY 14612

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# November 2015



Calendar sponsored by the Charlotte Community Association

Sun	Mon	Tue	Wed	Thu	Fri	Sat
<b>1</b>  <b>FALL BACK</b> Change Batteries on Your Smoke Alarms!	<b>2</b> CCA Meeting 7pm Robach Ctr	<b>3</b> Don't Forget To 	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>
<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>  <b>Veterans Day</b>	<b>12</b> CCA News Articles October Deadline	<b>13</b>	<b>14</b>
<b>15</b>	<b>16</b>	<b>17</b> PCIC Meeting 7 pm. AQ	<b>18</b>	<b>19</b>	<b>20</b>	<b>20</b>
<b>21</b>	<b>22</b>	<b>23</b> Fall Leaf Pick up Nov 23-27 	<b>24</b> 	<b>25</b>  <b>Happy Thanksgiving</b>	<b>26</b> 	<b>27</b> 
<b>28</b>	<b>29</b>	<b>30</b>		<b>General Meeting,            Monday, December 7th:            VOTE ON PROPOSED BYLAWS</b>		