



## CHARLOTTE COMMUNITY NEWS

### Proposed Bylaws, November, 2016



A Publication of the Charlotte Community Association - our 53<sup>rd</sup> year serving Charlotte - A Community that Cares!

#### Charlotte Community Association Mission and Vision Statements

**MISSION:** 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.

**VISION:** 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.

**T**o the membership of the Charlotte Community Association,

The Charlotte Community Association has spent the last two years, and hundreds of person-hours, working on amending our Bylaws and Certificate of Incorporation. These documents are out of date and out of compliance with New York State Corporation Law. Our operations are hampered by confusing and less-than-efficient requirements in our bylaws. Our organization needs the benefits and financial stability of obtaining a 501c3 tax exempt status. Specific language must be included in these documents for that purpose.

Attached are the final proposed Bylaws and Certificate of Incorporation. These documents were prepared with input from the Board's Non-Profit Committee, the membership's Governance Committee, our attorney, and the board. They reflect the best compromise that can be reached, and will allow the organization to move forward more effectively.

Please review these documents. We need your support for the organization by voting to approve these documents at our next meeting, December 5th at 7pm in the Robach Center. If you are unable to attend the December 5th meeting, please complete the proxy form on page 12 and send in with another member who must be present to vote on your behalf. If you have any questions or concerns, please contact the CCA via our email at [infocharlottecca@gmail.com](mailto:infocharlottecca@gmail.com) prior to the meeting.

Thank you in advance,

*The Charlotte Community Association Board*

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## Charlotte Community Association Inc. Bylaws

*As Proposed, November, 2016*

### **Article 1. NAME**

This organization shall be known as the Charlotte Community Association, 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, Holy Sepulchre Cemetery / St. Bernard's Park 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. MISSION AND VISION**

**Mission:** 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.

**Vision:** 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.

**Article 4. PURPOSE**

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

Provide information to and communicate with the residents of Charlotte, area businesses, schools, places of worship, community groups, and neighborhood associations within the City of Rochester.

Provide a forum for, and act as a representative of, members of the Corporation and Charlotte residents.

Study and research area issues. Generate potential solutions that improve quality of life, ease neighborhood tensions and facilitate cooperation.

Develop future goals and directions.

Make recommendations and promote Charlotte as appropriate to city, county, state and federal governments. Provide a mechanism to assist local government in connecting with area citizens.

Collaborate with other groups and organizations within and outside the community for the common good of Charlotte.

Assist the community through scholarships for students and social events for families, and by connecting needy citizens to opportunities for programs and services.

Assist the City of Rochester and Monroe County in enhancing the experience of visitors to public parks and other public areas through beautification, and through promotion of the natural resources and history of the neighborhood.

Promote safety and security in the neighborhood, and combat community deterioration through partnerships with law enforcement agencies, emergency services, and community watch programs.

**Article 5. GUIDING PRINCIPLES**

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 its members.

No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

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. The Corporation shall be non-partisan.

The Corporation shall be inclusive of diverse opinions and perspectives, No discriminatory barriers shall be made on any basis, including race, creed, income level, national origin, gender, or sexual orientation.

The Corporation is committed to its mission and vision, No activities shall be undertaken by the Corporation that are not in furtherance of the purposes stated in the approved by-laws

**Article 6. MEMBERSHIP AND DUES****MEMBERSHIP:**

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 1<sup>st</sup> to December 31<sup>st</sup>. A member in good standing shall receive all communications and have voting privileges to cast one vote in person or by proxy at any Association meeting on any matter as to which membership are entitled to vote. Membership sent within a fiscal year shall have payments pro-rated by quarter but all will expire at the end of December. Regardless of the membership category title or the amount of the contributions, a membership is considered a single entity and is entitled to a single vote in the conduct of CCA business.

**DUES:** The membership levels and annual amounts 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.

**Article 7. GOVERNANCE****BOARD OF DIRECTORS**

The affairs and business of the Association shall be managed by a Board of Directors, consisting of at least seven (7) persons and no more than eleven (11) persons. Prior to the annual election, the number of Directors shall be fixed by the Board. This shall not change the term of office for sitting board members. These numbers shall include the elected Officers and elected Board members. Expectations and responsibilities of the Board of Directors are:

Eligibility to serve:

Must be a member of the CCA in good standing for a minimum of 30 days;

All members of the Board of Directors are required to reside within the boundaries of Charlotte (see Addendum map)

except that one member may reside outside of the boundaries of Charlotte

Minimum age of a board member shall be 18 years.

All members of the Board of Directors are expected to attend and actively participate in all meetings.

All members of the Board of Directors shall comply with the Association's Conflict of Interest Policy.

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 and report to the membership at the next CCA meeting.

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 Officers are elected members of the Board and shall consist of a President, Vice-President, Secretary, Treasurer, and Chief Communications Officer. The responsibility of Officers is to carry on the day-to-day business of the CCA. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Job duties for all officers shall be defined in the Policy and Procedures guidelines adopted by the Board.

### **MEETINGS:**

#### **Board of Directors Meetings:**

The Board of Directors shall meet at least once per month 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.

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.

#### **Community/Member 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 membership may be called by the President, by the Secretary upon written request of ten (10) members of the Association to the Secretary, or by the Board of Directors. 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. Each member shall have the option to receive notice by mail or electronic means or both.

Minutes of all meetings shall be kept by the Secretary and shared with the members.

### **QUORUM AND VOTING:**

#### **Membership Quorum, Voting and Proxies:**

A quorum at all meetings of the members shall consist of the lesser of 100 members of the Association or one-tenth (1/10) of the members. Members may vote in person or by proxy. Every member entitled to vote at a meeting of members may authorize another voting member or members to act for such member by proxy. Every proxy must be in writing and signed by the member. A proxy is your vote on a specific issue delivered to the president or secretary on the form for that issue. Proxy forms shall be made available at least 2 weeks prior to the vote. A proxy may be revoked by a member attending a meeting and wishing to vote in person. Except as otherwise provided by statute or by these bylaws, any action authorized by a majority of the votes cast at a meeting of members shall be the act of the members.

#### **Director Quorum, Voting:**

A quorum of the Board of Directors shall consist of a majority of the sitting 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.

**ELECTIONS AND TERMS OF OFFICE.****Nominations:**

The President shall, with the approval of the Board, appoint a Nominating Committee in June of at least two members of the Association to recommend candidates for each Board position to be vacated. The Committee shall publish in the July/August issues of the CCA newsletter a solicitation for 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 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.

**Board of Directors:**

The Board of Directors shall be elected by plurality 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 (including Officers) 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 (including Officers) shall serve for a term of two years. Should a Director be unable to fulfill his or her term of office, the Board shall fill the vacancy in accordance with REMOVAL AND VACANCIES below.

**Transition:**

After the election, the current President shall schedule a joint meeting in December with the outgoing Board members and newly elected Board members. This group shall address transition issues (phone, email, website access; PO Box access; records transfer, CCA property, etc.). Any outgoing Board members shall surrender any CCA property at the end of their term.

**REMOVAL AND VACANCIES:**

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

Upon the resignation of the individual; or

Upon missing any three (3) unexcused meetings within the fiscal year, the Board can remove a Director and declare his or her position vacant by majority vote of the entire Board; or

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; or

Upon determination that the Board member is not current in their dues.

Any Director may be removed from office by a majority vote of the Membership.

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 until the next election.

**Article 8. FINANCE****Fiscal Year:**

The fiscal year of the Association shall be from January 1 to December 31.

**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. The Board of Directors will adopt the budget and present it to the membership at the November meeting. Committees shall stay within budget allocations of the fiscal year unless expenditures in excess of budget allocations are approved by the Board.

**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 Board.

**Accounting Review:**

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

**Article 9. 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 and b) Committees of the Board: governing internal organizational operations.

**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 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.

**Committees of the Board:****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:

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

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

**Other Committees:** The Board, by resolution adopted by a majority of the entire Board, may designate from among its members other committees of the Board.

**Committee Operations:**

**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.

**Reports:** Each Committee must deliver a written report to the Board at least annually and shall keep the CCA members advised of the committee's activities and progress via articles in the CCA newsletter and website.

**Article 10. BILL OF RIGHTS****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.

**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.

**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.

**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 11. POLITICAL AFFILIATION**

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

**Article 12. AMENDMENTS**

These By-laws may be amended at any Membership meeting by a vote of 2/3<sup>rd</sup>s of the 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 13. INDEMNIFICATION OF DIRECTORS AND OFFICERS**Indemnification:

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.

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.

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.

Notification and Defense of Claim:

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

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.

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.

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.

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.

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 14. MISCELLANEOUS**

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 are 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.

Reconciliation:

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

## **Article 15. 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.

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**RESTATED CERTIFICATE OF INCORPORATION  
OF  
CHARLOTTE COMMUNITY ASSOCIATION (23<sup>rd</sup> WARD), INC.**

*Under Section 805 of the Not-for-Profit Corporation Law*

The undersigned, being the President of Charlotte Community Association (23<sup>rd</sup> Ward), Inc. (the "Corporation"), pursuant to Section 805 of the Not-for-Profit Corporation Law of the State of New York, does hereby restate, certify and set forth:

The name of the Corporation is Charlotte Community Association (23<sup>rd</sup> Ward), Inc.

The Certificate of Incorporation was filed by the Department of State on January 11, 1963.

The law the Corporation was formed under is the Membership Corporations Law.

The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

The Certificate of Incorporation, as amended heretofore, is hereby amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:

Paragraph 1 which sets forth the name of the Corporation is amended in its entirety as follows:

"1. The name of the Corporation shall be: Charlotte Community Association, Inc."

Paragraph 2 which sets forth the purposes of the Corporation is amended in its entirety as follows:

"2. The organization will engage in activities permissible under section 501(c)(3):

- a. Assisting local governments by researching issues and recommending solutions that prevent community deterioration and ease neighborhood tensions.
- b. Providing information to, communicating with, and facilitating cooperation among local residents, area businesses, community groups, neighborhood associations and local governments.
- c. Providing assistance to the community through scholarships, family social events, and by connecting needy residents to service and program opportunities.
- d. Promoting safety and security in the neighborhood and preventing community deterioration through partnerships with law enforcement, emergency services, and community watch groups.
- e. Notwithstanding any provision of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Paragraph 5 which sets forth the number of directors shall be deleted in its entirety.

Paragraph 6 listing the names and addresses of the directors until the first annual meeting shall be deleted in its entirety for the purpose of restating the Certificate of Incorporation.

There shall be a new paragraph 5 relating to indemnification added to the Certificate of Incorporation as follows:

"5. To the full extent authorized or permitted by law, other than by Certificate of Incorporation or By-Law provision, resolution, or agreement as provided in the following paragraph, Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation, or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or By-Laws (including without limitations the following paragraph) or any agreement or resolution providing for indemnification and permitted by law except as in the foregoing paragraph.

To the full extent permitted by law and authorized or permitted by any provision of (i) the Certificate of Incorporation or the By-Laws of the Corporation, (ii) resolution of directors, or (iii) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. The Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into agreements regarding such indemnity and expenses."



There shall be a new paragraph 6 relating to dissolution of the Corporation added to the Certificate of Incorporation as follows:

#### **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.

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*The text of the Certificate of Incorporation is hereby restated as amended to read as herein set forth in full:*

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### **RESTATED CERTIFICATE OF INCORPORATION OF CHARLOTTE COMMUNITY ASSOCIATION, INC.**

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the President of Charlotte Community Association, Inc. (the "Corporation"), pursuant to Section 805 of the Not-for-Profit Corporation Law of the State of New York, does hereby restate, certify and set forth:

1. The name of the Corporation shall be: Charlotte Community Association, Inc.
2. The organization will engage in activities permissible under section 501(c)(3) including:
  - a. Assisting local governments by researching issues and recommending solutions that prevent community deterioration and ease neighborhood tensions.
  - b. Providing information to, communicating with, and facilitating cooperation among local residents, area businesses, community groups, neighborhood associations and local governments.
  - c. Providing assistance to the community through scholarships, family social events, and by connecting needy residents to service and program opportunities.
  - d. Promoting safety and security in the neighborhood and preventing community deterioration through partnerships with law enforcement, emergency services, and community watch groups.
  - e. Notwithstanding any provision of this Certificate of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).
3. The territory in which its operations are principally to be conducted is Monroe County.,
4. The city and county in which its office is to be located is Rochester, Monroe County, New York.
5. To the full extent authorized or permitted by law, other than by Certificate of Incorporation or By-Law provision, resolution, or agreement as provided in the following paragraph, Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation, or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or By-Laws (including without limitations the following paragraph) or any agreement or resolution providing for indemnification and permitted by law except as in the foregoing paragraph.

To the full extent permitted by law and authorized or permitted by any provision of (i) the Certificate of Incorporation or the By-Laws of the Corporation, (ii) resolution of directors, or (iii) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. The Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into agreements regarding such indemnity and expenses.

**6. 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.

The Secretary of State is designated as agent of the Corporation upon whom process against it may be served.

The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

**CHARLOTTE COMMUNITY ASSOCIATION (CCA)  
P.O. BOX 12768 CHARLOTTE STATION  
ROCHESTER, NEW YORK 14612**

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### Summary of Changes to Bylaws and Certificate of Incorporation

**Bylaws**

**Article 2 LOCATION** Added to specify boundaries of Charlotte.

**Article 3 MISSION AND VISION.** Added

**Article 4 PURPOSES** amended to better reflect current activities:

- a) focus on Charlotte/Rochester, add schools, places of worship, neighborhood associations.
- c) add "recommend solutions"
- e) add "assist local government in connecting with citizens"
- g) new purpose re: scholarships, social events, connecting residents to services.
- h) new purpose re: beautification and history.
- i) new purpose re: safety and security.

**Article 5 GUIDING PRINCIPLES**

Added language that is required of non-profit corporations and 501c3 corporations

- a) prohibiting financial gain accruing to members or directors.
- b) limiting lobbying activities to "insubstantial" (defined as <20% of total budget)
- c) prohibiting partisan campaigning.
- d) Added income level and sexual orientation to list of groups not to be discriminated against.
- e) Added commitment to mission, vision and bylaws.

**Article 6 MEMBERSHIP AND DUES** Clarified membership rights, prorated membership

**Article 7 GOVERNANCE**

Removed detailed duties of Officers (to be included in Policies and Procedures document).

Modified Board requirements and number (OLD-9 all residing Charlotte NEW- between 7 and 11, one may be outside Charlotte.

Specified that all Board members must comply with the Association's (new) Conflict of Interest policy.

Officers include President, VP, Treasurer, Secretary and (new) Chief Communications Officer

Vacancies on the Board may be filled by the board until the next election (rather than for the remainder of the term.) Any director can be removed by majority vote of membership.

Board Meetings- remove language requiring Board to meet before each member meeting. Allow for participation via electronic means. Board quorum is majority.

Member meetings- Add requirement for at least 10 meetings per year. Add requirement to announce meetings in newsletter.

Give members the option of mail and/or electronic notices. Sets quorum of the lesser of 100 members or 1/10<sup>th</sup> of all members. Specifies how proxy forms are distributed.

Elections- clarifies election process and sets out a transition process.

**Article 8 FINANCE**

Sets out fiscal year, budget process, check signing authority and annual review of finances.

**Article 9 COMMITTEES**

Adds detail on committee structure, expectations, budgets and reports.

**Article 10 BILL OF RIGHTS** Added by the Attorney

**Article 11 POLITICAL AFFILIATION** Added- reiterates that CCA will not endorse any candidate for office and is non-partisan.

**Article 12 AMENDMENTS** Amendment to Bylaws requires a vote of 2/3 rather than majority.

**Article 13 INDEMNIFICATION** Added by attorney to meet New York State Not-For-Profit Corporation Law.

**Article 14 MISCELLANEOUS** routine provisions in case of inconsistency.

**Article 15 DISSOLUTION** Necessary language if we are to apply for 501c3. Requires assets be transferred to an organization meeting 501c provisions in the event of dissolution.

**AMENDEMENT OF CERTIFICATE OF INCORPORATION- changes from current COI filed in 1963**

**(Note: The first 2+ pages itemize the changes being made. Next 3 pages restate the new COI)**

Removes "(23<sup>rd</sup> WARD)" from legal name.

Changes to Paragraph 2- purposes modified to be consistent with bylaws, states CCA will not carry out activities that are prohibited of 501c3 organizations.

Removes number and names and addresses of original board members from 1963.

Added section on Indemnification.

Added section on Dissolution (as in Bylaws).

Charlotte Community Association

PO Box 12768  
Rochester, NY 14612

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U.S. POSTAGE  
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A Community that Cares!

**CHARLOTTE COMMUNITY ASSOCIATION (23<sup>RD</sup> WARD), INC. PROXY**

If you are unable to attend the December 5th, 2016 meeting to vote in person, please complete this proxy form to authorize another member to vote for you. This proxy, when properly executed, will be voted in the manner directed by you.

Please complete, sign, date and give to the person that you assign as your proxy.

**Part A** - please declare who your proxy will be.

**Part B** will be completed by your proxy who will then present this form at the December 5th, 2016 meeting to cast your vote.

**Part C** is your vote.

**PART A – Assign your proxy here: Your proxy must be present at the December 5th meeting with this completed form to cast your vote.**

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

as my proxy to vote on the Proposed Bylaws and Certificate of Incorporation at the December 5, 2016 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 – Your vote to approve proposed Bylaws and Certificate of Incorporation**

	For	Against	ABSTAIN
Proposed Bylaws			
Proposed Certificate of Incorporation			