

Maplewood Neighborhood Association of Rochester, Inc.

Bylaws

ARTICLE I NAME

The name of the organization shall be the "Maplewood Neighborhood Association of Rochester, New York, Inc. "

ARTICLE II BOUNDARIES

The boundaries of the Association are: Driving Park Avenue on the South, including those properties bordering the south side of Driving Park Avenue, the city line to the West, the Northwest City limits that border Greece, the border between Maplewood and Charlotte Neighborhoods on the north, and the Genesee River on the East

ARTICLE III PURPOSE

The Maplewood Neighborhood Association of Rochester New York, Inc. (MNA) is a representative association of the people living in the boundaries as defined above.

The purpose of MNA is to:

1. improve and plan for the future of the neighborhood as a diverse community,
2. celebrate the strengths and creativity of the residents, and
3. encourage home ownership and the residential character of the neighborhood.

To achieve this purpose the MNA will:

- a. encourage and assist residents in the neighborhood to advocate for and receive high quality services from public and private institutions,
- b. develop and foster relationships with public and private community groups in the Metropolitan area, and
- c. provide forums and discussions on issues of interest to residents of the neighborhood.

ARTICLE IV MEMBERSHIP

Membership shall be open to all residents and any person who own property or works within the area served by MNA eighteen (18) years of age or over or any person with Board approval, who subscribe to the Association's purpose. Each member shall have one (1) vote.

The categories of membership shall be as follows:

Student (Full time) or Senior Citizen (Over 62 years old)

Individual

Household - To qualify for a household membership and voting privileges, all individuals must reside together in a single residential unit.

Organization - Any civic, religious, business, industry, social or commercial association located within the defined borders is eligible for Organizational Membership in the organization. The organization shall designate, in writing to the Membership Committee; the individual authorized to vote for the organization. This individual shall have one (1) vote.

All members must sign an application to the Association, subscribe to the Association's purpose, any pay annual dues.

ARTICLE V DUES

The dues of the Association shall be set by the Executive Committee subject to approval by the Board. All such dues shall be payable annually.

ARTICLE VI GOVERNANCE

SECTION 1: BOARD OF DIRECTORS

1. Except as otherwise herein expressly provided, the governance of the Maplewood Neighborhood Association shall be vested in the Board of Directors. The Board of Directors shall be composed of the officers of the Association and fourteen (14) directors elected at large from the membership. The immediate Past-President of the Association shall be an ex-officio member of the Board.
2. The charge of the Board of Directors is to assist the Officers of the Association in matters of strategic planning, membership development, review of the bylaws, and other activities as requested by the President of the Association, in order to fulfill the mission of the organization. Representation of the varied views and interests of the general membership of the Association shall be the responsibility of the Board of Directors. Participation in the varied activities of the association will be encouraged.
3. Any individual elected to the Board of Directors must be a member of the Association in good standing, for a minimum of thirty (30) days prior to the election. Authorized individuals representing organization members are eligible.

4. Election of Directors shall be held annually during the month of March. The term shall be two (2) years. In order to provide continuity for the Board and allow for staggered terms; the initial Board of Directors shall have seven (7) members elected to a one (1) year term, and seven (7) Directors to serve two (2) year terms. The term shall commence upon election, and end two (2) years hence at the time of election/re-election of Directors.
5. One third (1/3) of the total membership of the Board of Directors shall constitute a quorum. Any Board of Directors meeting shall be adjourned with less than a quorum.
6. Positions vacated by a Director who resigns their position or becomes ineligible to serve as a Director prior to the completion of their term will be filled by a member appointed by the President with the approval of a majority of the Board of Directors. The appointed Director shall serve for the remainder of the term, following which, be eligible for election to a second and third two (2) year term. Any Director positions remaining unfilled following elections may be filled at a later date using the above stated process.
7. Directors who miss three (3) consecutive Board meetings, or four (4) in total per year, shall forfeit their position on the Board. When a Director has reached the maximum allowable absences, that individual shall be given the opportunity to appeal to the board for special consideration, and may remain on the Board with the approval shown by the vote of two-thirds (2/3) of the Board of Directors.
8. Any Director may be removed, at anytime, by a 2/3 vote of the Board of Directors at a meeting of the Board. Any vacancy thereby created may be filled at said meeting by a majority vote of the Board to complete the remaining term of the removed Officer or Director.

SECTION 2: OFFICERS

1. The elected officers of the Association shall be as follows: President, Vice-President for Communications, Vice President for Public Safety and Government Liaison, Vice-President for Community Development, Treasurer and Secretary. All officers must be a member of the Association in good standing and must reside within the geographic boundaries represented by the Association.
2. Election of officers shall be held in March of even numbered years, commencing in March 1996. The term of office shall be two (2) years. The term shall commence upon election, and end two (2) years hence at the time of election/re-election of Officers.
3. If the offices of Vice-President for Communications, Vice President for Public Safety and Government Liaison, Vice-President for Community Development are vacated by an Officer who resigns their position or becomes ineligible to serve as an officer prior to the completion of their term, their office shall be filled by an existing Director with

approval by a majority of the Board of Directors. The appointed officer shall serve for the remainder of the term, following which, be eligible for election to a second two (2) year term. The resulting vacant Board position shall be filled by the appointment of an eligible individual by the President with the approval of the Board as specified herein. Any *such* office remaining unfilled following election may be filled at a later date following the above stated process.

4. If the office of Treasurer or Secretary is vacated by an Officer who resigns their position or becomes ineligible to serve as an officer prior to the completion of their term, their office will be filled by a member appointed by the President with the approval of a majority of the Board of Directors. The appointed officer shall serve for the remainder of the term, following which, be eligible for election to a second two (2) year term. Any such office remaining unfilled following election may be filled at a later date following the above stated process.
5. The President shall be the chief administrative office of the association. The president shall preside at the general meetings of the Association, as well as meetings of the Board of Directors. The president shall chair the Executive Committee, and have the authority to appoint the chair of all Board committees with the approval of the Executive Committee. The President may create and dissolve Association committees and appoint chairs of the committees as needed to carry out the mission of the association with the approval of the Executive Committee. The President shall be informed of all Board and Association Committee activities by the committee chairs. The President shall perform other duties as directed by the Board.
6. The Vice-President for Communication shall oversee communication with the Association membership, public affairs, and publicity of Association activities. He/she shall serve as a conduit through which communications related information and resources are shared between the Board, committees, and the membership. He/she shall also undertake other duties assigned by the President.
7. The Vice-President for Public Safety and Government Liaison shall oversee Association activities related to safety, zoning and other public services received from community and governmental agencies. He/she shall serve as a conduit through which public safety/service related information and resources are shared between the Board, committees, and the membership. He/she shall also undertake other duties as assigned by the President.
8. The Vice-President for Community Development shall oversee the Association's activities related to special events, community planning and historical preservation. He/she shall serve as a conduit through which community development related information and resources are shared between the Board, committees, and the membership. He/she shall also undertake other duties as assigned by the President.
9. The Secretary shall keep a roll of the membership of the Association, and shall notify members of the Annual meeting, and any special business meetings of the general

membership that may be called. The Secretary shall keep a record of the proceedings of all business meetings of the Board of Directors and the general membership. He/she shall also undertake other duties as assigned by the President.

10. The Treasurer shall oversee the maintenance of the financial records of the Association. The Treasurer shall participate in the development of the Association's budget, and follow all guidelines set forth in the budget. The Treasurer shall maintain all bank accounts, sign checks and advise the Executive Committee and board of Directors of the financial standing of the Association. The Treasurer shall be responsible for arranging an annual independent audit of the books by a CPA not otherwise a Director or Officer of the Association and the filing of all appropriate tax forms. He/she shall also undertake other duties as assigned by the President.
11. At the initial organizational meeting following the election of officers, the officers shall designate a Vice-President to serve in place of the President should he/she be unable to perform the duties of the President. A second alternative shall also be selected.
12. Any Officer may be removed, at anytime, by a 2/3 vote of the Board of Directors at a meeting of the Board. Any vacancy thereby created may be filled at said meeting by a majority vote of the Board to complete the remaining term of the removed Officer or Director.

SECTION 3: COMMITTEES

1. The Board committees necessary to carry out Board functions shall be as follows: Executive, Strategic Planning, Membership, Nominating, Bylaw Review and Finance. The Executive Committee shall be chaired by the President, and include the officers of the association, and up to four Directors as appointed by the President. The remaining Board committees shall be chaired by a Director appointed by the President with approval of the Board. Board committee membership, unless otherwise specified, is open to any Association member in good standing.
2. Association committees may be created as needed to carry out Association activities such as organizing special events, implementing programs, and carrying out short and long term projects. Association committees shall be created and dissolved by the President. Association committees shall be chaired by an Association member in good standing, with participation open to all who are interested in the work of the committee, and are committed to the mission of the Association.
3. All committees shall meet as needed in order to carry out the charge of the committee.

ARTICLE VII ELECTIONS

1. By January 15 of each year, the Nominating Committee, with the advice and consent of the Executive Officers will make a recommendation to the Board for proposed Officer and Board candidates. In addition, the Nominating Committee, with the advice and consent of the Executive Officers will make a recommendation to the Board whether or not to support the candidacy for another term of any standing Officer or Board Member. A vote by the Board against an Officer or Board member running for re-election based on such a recommendation would disallow that member from running. Any Officer or Board member shall be recused from the consideration of their own candidacy except that they shall be allowed to address the Board regarding said candidacy.
2. The Nominating Committee will make available to the membership at least thirty (30) days prior to the election, a list of candidates for Directors and Officers including a biography and intention statement provided by each candidate.
3. Only members of MNA in good standing for at least thirty (30) days prior to elections will be permitted to stand for election as a Director or Officer. Qualified write-in candidates and those nominated from the floor on election night will also be allowed to stand for election.
4. Only members of MNA in good standing for at least thirty (30) days prior to elections are permitted to vote in the election for Directors and Officers.
5. If more than one candidate stands for an office the winner shall be the candidate receiving the plurality of votes. If more candidates stand for Director positions than the number of positions available, those candidates with the largest number of votes shall fill the positions.
6. Voting will take place the night of the election by paper ballot received by each member prior to the meeting. Ballots will be uniquely marked to prevent duplication, and only these ballots will be considered valid. Ballots may be mailed to the MNA, brought to the election meeting, or dropped off at a location designated by the MNA.
7. No ballots received after the night of the election will be considered valid.

ARTICLE VIII CONFLICT OF INTEREST STATEMENT

Subject to the provisions of the New York State Not-For-Profit Corporation Law, no transactions shall take place between MNA and any member of the Board or any entity to which a Board member belongs or any entity in which a Board member has a substantial financial interest unless there shall be full and complete disclosure by the Board of such membership, interest or association. The Board of Directors of the MNA, upon disclosure by a Board member of any above said interest may in its discretion transact business with any entity notwithstanding said

membership interest or association of any Board member. Any Board member present at a Board meeting who shall have any of the above said interests may be counted in determining the presence of a quorum at any meeting of the Board of Directors of MNA. However, said director shall not be allowed to vote on any matter in which the Board member shall have the above said interests.

The Board of Directors shall have the discretion to cancel and/or void any contract or part of a contract that has been entered into without the full disclosure requirements as set forth above.

ARTICLE IX INDEMNIFICATION

MNA shall indemnify any person made a party to any action or proceeding by reason of the fact that he or she is or was a director or officer of MNA, including operating officers and any Director or Officer of MNA, including operating officers who served any other organization, corporation, partnership, joint venture or trust in any capacity at the request of MNA, in the manner and to the maximum extent permitted in Article 7 of the New York State Not-For-Profit Corporation Law as amended from time to time, providing however that at any such above referenced party will be indemnified only to the extent that the actions giving rise to a complaint, or other process against them, were conducted in furtherance of their position as director or officer of MNA and were not outside of the scope of their position with the Association.

ARTICLE X COMPENSATION

No compensation shall be made by the Association to any Officer or Director other than for expenses incurred while carrying out Association activities.

ARTICLE XI AMENDMENT OF THE BYLAWS

Upon not less than 30 days prior written notice to the Association's membership, the Board of Directors will place any properly submitted proposal for amending or revising the Bylaws of the Association before the membership at a meeting of the Association. Any proposal for amending or revising the Bylaws of the Association shall be submitted to the Board of Directors as follows:

1. By written recommendation by the Bylaw Review Committee, with the advice and consent of the Executive Committee.
2. By petition of the Association's membership containing the affirmative signatures of at least twenty-five (25) members in good standing.

Amendments or revisions of the Association Bylaws require a three-quarters (3/4) affirmative vote of the members in good standing present at the meeting at which the proposal for amending or revising the Bylaws of the Association is being considered, providing that a minimum of fifteen percent (15%) of the total membership is present.

ARTICLE XII DISSOLUTION OF THE ASSOCIATION

The Association may terminate its activities and disperse any remaining assets by a three-quarters (3/4) affirmative vote of the members in good standing present at a special meeting called for this purpose, providing that a minimum of fifteen percent (15%) of the total

membership is present. Notification of such a special meeting must be made in writing to the membership one month prior to the meeting.

- Adopted November 9, 1972
- Amended September 2, 1980
Approved by the Executive Committee September 2, 1980
- Amended and approved January 27, 1987
- Amended August 7, 1995
Approved by the Executive Committee August 8, 1995
Approved by the general membership December 6, 1995
- Amended and approved by the general membership, March 1, 2000
- Amended and approved by the general membership, January 9, 2002
- Formal name confirmed by Board of Directors, May 14, 2003
- Amended and approved by general membership, March 5, 2008