

GREENLAWN CIVIC ASSOCIATION

CONSTITUTION AND BY-LAWS

Adopted August 23, 1990; December 5, 2016

GREENLAWN, NY 11740

GREENLAWN CIVIC ASSOCIATION

CONSTITUTION & BY-LAWS

ARTICLE I: NAME

Section 1. This association shall be known as the Greenlawn Civic Association (hereafter referred to as GCA).

ARTICLE II: PURPOSES

Section 1. The purposes for which GCA is formed are as follows:

1. To exercise, promote and protect the privileges and interests of the community.
2. To foster a healthy interest in the civic affairs of the community.
3. To develop good citizenship and civic pride.
4. To inquire into civic abuses and to seek reformation thereof.
5. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

Section 2. GCA shall be non-partisan and apolitical.

ARTICLE III: MEMBERSHIP

Section 1. All residents and business owners in the Greenlawn area shall be eligible for membership in this Association. A member in good standing shall be defined as one member of a family having paid the current annual dues. The membership year shall be October 1 through September 30. *

ARTICLE IV: DUES

Section 1. The annual dues to be paid by each member shall be fixed annually by the Board of Directors and shall be payable at the time the member joins and by October 1 of each year.

ARTICLE V: FUNDS

Section 1. The funds of GCA shall be raised by an annual membership campaign, and the funds so raised shall be used exclusively in the furtherance of the foregoing purposes. The officers of GCA shall serve without pay, and no part of the Association's funds shall be paid or distributed to the members of GCA.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The elected members of the Board of Directors (BOD) shall consist of the officers of GCA:

1. President
2. Vice President/Liaison Chairman
3. Secretary/Historian
4. Treasurer
5. Member-at-Large

The appointed members of the Board of Directors shall be the Chairpersons of the following committees:*

6. Beautification
7. Legal & Government
8. Membership
9. Merchants
10. Newsletter & Publicity
11. Programs
12. Traffic & Parking

Section 2. A member of the Board of Directors may hold only (1) position on the Board.

Section 3. Duties

The elected members of the Board of Directors shall provide the overall direction to the GCA. Their reserved responsibilities are:

1. To assure that all projects and activities of GCA and its committees conform to the Purposes of GCA (ARTICLE II).
2. To protect GCA's freedom of action of eschewing alliances with any political party, government agency or business group.
3. To ensure GCA's independence of policy setting and protect GCA's public credibility, by limiting Board membership to persons free of potential conflicts of interest with the purposes and projects of GCA due to their memberships or employment outside GCA. Persons with potential conflicts of interest shall include, without limitation, any person holding one or more elected or appointed salaried positions in any level of government or in any political party or other political organization.
4. To assist the President in the selection of Committee Chairpersons and the approval of Committee members.

The entire Board of Directors shall have operational authority in the management of the affairs of GCA. All rights and powers not reserved for the elected members of the Board shall be vested in the entire Board of Directors (BOD).

Section 4. Vacancies

The President, with the approval of the elected members of the Board, shall fill vacancies occurring during the year in its Board. Any officer or chairperson appointed to fill a vacancy shall hold office only for the unexpired term of the officer or chairperson whose place he/she is appointed to fill.

Section 5. Terms of Office

The officers shall be elected at the annual GCA meeting and shall hold office for one year. Officers shall be limited to two (2) successive one-year terms in the same office.

The term of office for the Committee Chairmen shall be one year. Chairpersons shall be limited to two (2) one year terms in the same office.*

Section 6. Quorum & Voting

At any meeting of the BOD, a majority of the full Board shall constitute a quorum. Each member of the Board shall have one vote. There can be no Co-Chairpersons of any committee. Members of the Board must be present to exercise their voting rights.

Section 7. Obligation of Funds

The Treasurer shall submit a budget for approval by the BOD. This budget shall then be submitted to the general membership for approval at the next general meeting after the election. The budget shall cover the time period from January 1 through December 31. Upon approval, such budget shall constitute authorization to the treasurer to disburse funds in accordance with the authorized limits set forth for each category or item of expenditure. Unbudgeted expenditures over \$200 must be approved by majority vote of the members attending a general meeting.

ARTICLE VII: OFFICERS

Section 1.

The elected officers shall be President, Vice President, Secretary, Treasurer, and Member-at-Large.

Section 2. President – Powers and Duties

The President shall preside at all meetings of the BOD. He shall generally manage and supervise the affairs of GCA and keep the BOD fully informed and freely consult with them concerning the activities of GCA. He shall appoint and dismiss Committee Chairpersons, subject to the approval of the elected members of the BOD. He shall perform all duties incident to the office President, subject to the control of the BOD and such other duties assigned to him by the BOD.

Section 3. Vice President/Liaison Chairperson – Powers and Duties

The Vice President shall have such powers and duties as may be assigned to her by the BOD. In the absence of the President, the VP shall in general have the powers and perform the duties of the President. As Liaison Chairperson, she shall have the responsibility to be in contact with all outside organizations, such as Boy Scouts, Girl Scouts, Lions Club, Rotary Club, Garden Club, Historic Association, other civic associations, Chamber of Commerce, etc. She shall perform all duties incident to the office of VP, subject to the control of the BOD, and such other duties as shall from time to time be assigned to her by the BOD.

Section 4. Secretary/Historian – Powers and Duties

The Secretary shall act of secretary of all meetings of the BOD and General Meetings and shall keep the minutes of all such meetings in the books proper for that purpose. He shall attend to the giving and serving of all notices of GCA. He shall attend to such correspondence as may be assigned. He shall perform all duties incident to the office of Secretary, subject to the control of the BOD, and such other duties as shall from time to time be assigned by the BOD. As Historian, he shall be responsible for keeping the history of GCA, including flyers, newsletters, publicity, newspaper articles, etc.

Section 5. Treasurer – Powers and Duties

The Treasurer shall have the care and custody of all the funds and securities of GCA and shall deposit said funds in the name of the GCA in such bank or trust company as the Directors may elect. She shall sign all checks, which shall be countersigned by the President, and which shall be duly authorized by the BOD. She shall keep complete and accurate accounts of receipts and disbursements. She shall present a written Treasurer's Report at every Board and General Meeting, which shall be attached to or included in the minutes of the meeting. She shall perform all duties incident to the office of Treasurer, subject to the control of the BOD, and other such duties as shall from time to time be assigned to her by the BOD. The Treasurer shall make arrangements to have the books audited at the end of the fiscal year.

Section 6. Member-at-Large – Powers and Duties

The Member-at-Large shall be a voting member of the BOD whose duties shall be to attend all board meetings and General Meetings and objectively represent the general membership in an effort to maintain open communication between the Board and the membership.

ARTICLE VIII: COMMITTEE CHAIRPERSONS

Section 1.

The duties of each committee and its chairperson will be defined by the President with the approval of the other elected members of the BOD. The standing committees shall be:*

1. Beautification
2. Legal & Government
3. Membership
4. Merchants
5. Newsletter & Publicity
6. Programs
7. Traffic & Parking

ARTICLE IV: ELECTIONS OF OFFICERS

Section 1.

Any member of GCA in good standing may run for elected office by filing a nominating petition with the signatures of the (10) GCA members, also in good standing, in support of his/her candidacy. These petitions shall be filed 30 days prior to the Annual Meeting. The candidates' names shall be published and distributed to the general membership at least fourteen (14) days prior to the Annual Meeting. Additional nominating petitions may be filed up to the start of the Annual Meeting.

Section 2. Elections

At the Annual Meeting each candidate shall be afforded three (3) minutes to speak on behalf of his candidacy. One other supporter for each candidate may speak for up to three (3) minutes.

- (a) Where there is only one candidate for a position, the Secretary shall cast a representative vote for that candidate.
- (b) Where there are more than one candidate for a position, there will be a written ballot vote. All members in good standing and present at the Annual Meeting shall be entitled to vote. Majority vote shall rule.

Section 3. Removal of Officers

Any elected officer may be subject to a recall vote during the next regularly scheduled general meeting after presentation of a petition of recall signed by 25% of members in good standing of GCA.

ARTICLE X: MEETINGS

Section 1. Annual Meeting

The Annual Meeting shall be held on the second Tuesday of October each year.*

Section 2. General Meetings

The General Meetings shall be held bi-monthly. All general meetings shall provide an opportunity for members in good standing to address the membership and to present ideas and/or suggestions in an orderly manner.*

Section 3. Board of Directors Meetings

The BOD shall meet bi-monthly on alternating months with the general meetings.*

Section 4. Quorum

At the Annual GCA Meeting, twenty-five (25) active members in good standing shall constitute a quorum.

ARTICLE XI: SEAL

Section 1. The seal of the Association shall read:

GREENLAWN CIVIC ASSOCIATION, INC.

NEW YORK

ARTICLE XII: OFFICE

Section 1. The GCA office shall be located at the residence of the elected President.

Section 2. There shall be kept at the GCA office:

- A) Certificate of Incorporation
- B) Corporate Records Book & Seal
- C) Minute Book
- D) Constitution & By-Laws

ARTICLE XIII: DISSOLUTION OF THE ASSOCIATION

Section 1. A 2/3 vote of the membership shall be necessary to dissolve GCA.

Section 2. Should GCA be dissolved, all remaining funds shall be donated to the American Red Cross.

ARTICLE XIV: AMENDMENTS

Section 1. Amendments to these By-laws may be proposed at any meeting of the BOD.

Proposed revisions shall be submitted in writing to the BOD for discussion and approval and then published and distributed to the general membership prior to the Annual Meeting. A 2/3 vote of the members present at that meeting shall be required to adopt the revisions.

ARTICLE XV FISCAL YEAR

Section 1. The fiscal year of GCA shall be January 1 through December 31.

*By-Laws Amendments

Adopted: August 23, 1990

Retyped: December 5, 2016

BY-LAWS AMENDMENTS

ARTICLE III

Section 1: DID SAY: The membership Year shall be October 1 through Sept.30

WILL SAY: The Membership Year shall be January 1 through Dec. 31

ARTICLE VI

Section 1: DID SAY: ...the officers whall be limited to two (2) one year terms in same office.

WILL SAY: (Add) UNLESS there is no other candidate for that position for that term at time of elections.

ARTICLE VIII

Section 1: The Standing Committees shall be: Beautification, Community Outreach, Earth Day, Events & Fundraising, Flags, Holiday, Membership, Preservation, Traffic & Safety, Website & Social Media or determined by the BOD annually.

ARTICLE X

Section 2: Annual Meetings will normally be held the first Tuesday of the month
Board of Directors: First Tuesday in February and as needed through year.

Voted and Approved at GCA Membership Meeting January 5, 2016.

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