

**BYLAWS OF
THE WESTCOTT EAST NEIGHBORHOOD ASSOCIATION, INC.,
doing business as (DBA)
WESTCOTT NEIGHBORHOOD ASSOCIATION
A NOT-FOR-PROFIT CORPORATION**

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Article I: Name, Nature and Address.

The name of the corporation is WESTCOTT EAST NEIGHBORHOOD ASSOCIATION, INC., doing business as (dba) WESTCOTT NEIGHBORHOOD ASSOCIATION.

The post office address of the corporation is:

826 Euclid Avenue
Syracuse, New York 13210

Article II: Purposes.

The purposes for which the corporation is formed are:

1. to exercise, promote, and protect the rights and interests of the residents of the Westcott neighborhood of the City of Syracuse;
2. to foster and protect the health, safety and welfare of the community;
3. to stimulate an interest in the civic affairs of the community;
4. to sponsor and encourage community recreational, educational and cultural entertainment and social activities;

5. and to do or cause to be done all things necessary, suitable and proper in the furtherance of and in connection with the foregoing purposes; to do any other act or thing incidental to or connected with the foregoing purposes but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law. Provided, further, that no part of the corporation's net earnings shall inure to the benefit of any private shareholder or individual;
6. no substantial part of the corporation's activities shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; the corporation may not participate in or intervene in any political campaign on behalf of any candidate for public office; nor shall the corporation discriminate in the admission of members on the basis of race, religion, sex or ethnic background.

Article III: Fiscal Year.

The fiscal year shall begin on the first day of July and end on the last day of June.

Article IV: Corporate Seal.

The seal of the corporation shall be a circular die bearing the following: "Westcott East Neighborhood Association, Inc.," "Corporate Seal," "New York, 1985".

Article V: Geographical Area.

The Westcott Neighborhood is generally defined as:
From Lancaster Avenue east; from East Genesee Street south; from Houston Avenue and Westmoreland Avenue west; from Broad Street north; and the intersecting and parallel streets within one block outward from the above described area.

Article VI: Membership.

1. Membership.
Any person who subscribes to the purposes of the corporation shall become a member for a period of one year upon payment of dues and approval by the Board of Directors as provided in section 2 of this article.
2. Election of Members.
A person shall become a member upon verification by the Membership Committee, Executive Committee, or the Board of Directors that he or she has met the membership requirements contained in subdivision (1) of this article and shall remain a member as long as the person continues to meet all of the said requirements, including but not

limited to the current payment of membership dues. Terms of membership are based upon annual payment of dues.

3. Rights and Privileges.

Members may attend general and special meetings of the membership, be heard in discussion and debate, and vote on any item of business thereat and for the election of directors. Members may serve on such committees as to which they may be elected or appointed. Members may speak as representatives of the corporation only when specifically authorized by the Board of Directors. Membership rights and privileges can not be transferred.

4. Resignation.

After fulfilling all obligations to the corporation, any member may withdraw by giving written notice of such intention to the secretary, which notice shall be presented to the Board of Directors or Executive Committee by the secretary within ten days after its receipt.

5. Suspension and Expulsion.

A member may be suspended for a period not to exceed one year, or expelled for cause such as violation of any of the by-laws or rules of the corporation, or for conduct prejudicial to the best interests of the corporation. Suspension or expulsion shall be done only upon concurrence of the Membership Committee and the Board of Directors, who shall hear the case upon notice to the said member and with opportunity to confront and cross-examine witnesses and to present evidence and arguments in his or her own behalf. Any suspension or expulsion is subject to ratification by the membership at the next general meeting. In its discretion, the Board may exercise clemency and restore a suspended or expelled member to the privileges of full membership.

6. Member's Grievance Procedure.

In cases other than suspension or expulsion, if any member is aggrieved by the action, or failure to act, of the corporation, its officers, directors or committees, he may avail himself of the following grievance procedure. He shall appoint one member of the corporation to serve as arbitrator. The Board shall appoint one member of the corporation to serve as arbitrator. The two so chosen shall appoint a third member as arbitrator. The three so chosen shall hear the dispute, and they, or a majority of them, shall render a speedy decision. If either party is dissatisfied with the decision, he may notify the other within one week of his intent to appeal to the membership. A special meeting shall be called on at least one week's notice, at which the parties shall make an oral presentation of the case. The membership, by simple majority, may vote to affirm or deny the decision of the arbitrators, or to make further inquiry. Further action shall be stayed pending results of arbitration and appeal. Exhaustion of these grievance procedures shall be a condition precedent of the right of any party to bring an action at law or equity with respect to the dispute.

7. Honorary Members.

The Board of Directors may elect honorary members by a majority vote of the members present at a meeting of the Board. Honorary members shall be exempt from payment of

any fees whatever and shall be entitled to all the privileges of regular members, except the right to vote or hold office.

8. Dues and Assessments.

The schedule of fees and dues to be paid by members may be changed by a majority of voting members at the annual meeting.

ARTICLE VII: Meetings.

1. Annual Meeting.

The annual meeting of the members of the corporation shall be held once every calendar year at such time and place as the Board may designate. Notice of the time and place of the meeting shall be given by mailing a copy thereof to each member, or delivering the same to a member in person, not less than twenty days before such annual meeting. The membership shall receive a report on the affairs of the corporation from the Board, elect new Directors to the Board, establish goals for the new Board, and conduct such other business as may come before it.

2. Special Meetings.

Special meetings of the members of the corporation may be held at such place as may be designated in the notice of such meeting, upon call of the president on his or her own initiative, or two or more members of the Board, or ten percent (10%) of the members or 10 members, whichever is greater. Notice of time, place and purpose of each special meeting shall be given by the secretary to each member, at least seven days before the meeting. At any special meeting, only such business may be transacted which is directly related to the purpose or purposes set forth in the notice of such meeting.

3. Quorum.

At all meetings of the corporation, either regular or special, the presence of the greater of twenty-five percent (25%) of all members or 10 members shall constitute a quorum. If a quorum is not present, the majority of the members so present may adjourn the meeting from time to time until a quorum is obtained. At such adjourned meetings at which a quorum is present, only such business may be transacted as might have been transacted at the meeting as originally called. Except as otherwise provided in these by-laws, when a quorum is present, a simple majority vote of those authorized voters present shall be sufficient to pass resolutions and transact other business, whether or not it would constitute a majority of the total membership.

4. Conduct of Meetings.

The president, or a director designated by the president, shall preside over all meetings. The secretary shall cause minutes to be taken at each meeting and the same shall be accessible to each member. On questions of order, Robert's Rules of Order as revised at the time of the adoption of these by-laws shall prevail.

5. Order of Business.

At all meetings of the corporation, the order of business shall be as follows:

- a. Reading of the minutes of the last meeting for information and approval;

- b. Reports of officers;
 - c. Reports of committees;
 - d. Election of directors;
 - e. Unfinished business;
 - f. New business;
 - g. Reading and approval of minutes of meeting just held, if requested.
6. **Vote.**
Each member shall have one vote only on each question or motion put to a vote at meetings of the members.
7. **Action by Members Without a Meeting.**
Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.
8. **Fixing Record Date.**
For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than thirty nor less than ten days before any such meeting, nor more than thirty days prior to any other action.
9. **Proxies.**
Every member of the corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is otherwise specified, it shall be invalid after eleven months from the date of its execution.

Article VIII: Directors.

1. **Number of Directors.**
The property, affairs, activities, and concerns of the corporation shall be vested in a Board of Directors, consisting of up to fifteen directors, elected for two-year terms, with seven directors and eight directors elected in alternate years. The Board may increase the number of directors by resolution, providing that additional directors be elected at the next annual meeting.
2. **Tenure of Directors.**
Directors shall serve a term of two (2) years from the date of their election. Directors shall take office immediately following the close of the annual meeting at which they are elected. No Director shall serve more than three (3) consecutive two-year terms. A director who is termed out is eligible to serve again after one full year off the board.

An exception to term limits can be made when a director is elected as President or Vice President. Directors may continue to serve on the board for as long as he or she holds such office, which is limited to three years (Article IX.4).

3. Election of Directors.

Directors shall be elected at the annual meeting of the membership. The floor shall be opened to nominations. Any member may nominate a candidate for director. Any other member may second the nomination. After being seconded, said candidates shall be placed on a ballot for election. The candidate or candidates receiving a plurality of the votes cast shall occupy the directorship or directorships to be filled at that election. Votes may be cast in person or by proxy. Proxies may be mailed or delivered to the secretary at any time prior to the meeting. The secretary shall cast all proxy votes so received in the manner directed therein.

4. Qualifications of Directors.

Directors shall have been members in good standing of the corporation for at least 90 days prior to their election. At least 2/3 of directors must reside or work in the 13210 or 13224 zip codes.

5. Duties of Directors.

The Board of Directors shall manage the business and affairs of the corporation and make all necessary rules and regulations not inconsistent with law and with these bylaws for the promotion of the objects of the corporation, the protection of the interests and welfare of its members, and the guidance of the officers, employees, and agents of the corporation. Regular meetings of the Board of Directors shall be held as provided by its rules, and the Board shall meet whenever called together by the president. On written request of any member of the Board, the secretary shall call a special meeting.

6. Quorum.

The presence of one-half plus one of the members of the Board of Directors at a meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, the members so present may adjourn the meeting from time to time until such time as a quorum is obtained.

7. Compensation of Directors

Directors shall serve without salary or other compensation, except that they shall be advanced or reimbursed actual and necessary expenses incurred in the business of the corporation.

8. Removal of Directors

Directors may be removed only for cause, and only by a vote of two-thirds of the board for removal ratified by at least two-thirds of the members entitled to vote for such director. Said vote of the members shall be taken at an annual or a special meeting called for that purpose on at least ten days' notice to the members and to the director. Such director shall be informed and such notice of the alleged cause, and at such meeting shall have an opportunity to confront and cross-examine witnesses and continue to be heard in person or by counsel, and to present evidence with regard thereto. Directors not in attendance for three or more consecutive meetings or six or

more meetings in a 12 month period are subject to removal for cause using the procedures stated above.

9. Board Meetings

Regular meetings of the Board of Directors shall be held once a month at a time and place to be fixed by the Board. On questions of order, Robert's Rules of Order as revised at the time of the adoption of these bylaws shall prevail. Special meetings of the Board of Directors may be called by the president whenever necessary, and shall be called by the president upon the written request of at least two members of the Board of Directors. Meetings may be held in person or by any substantially simultaneous electronic means such as conference telephone call.

10. Action by Board without a Meeting

Whenever the board is required or permitted to take any action by vote, such action may be taken without a meeting by written consent or email. Written consent action must set forth the action to be taken and be signed by all the board members entitled to vote thereon. Email consent action must document that all members were contacted in the email, set forth the action to be taken in the email, and have the participation of all members in the vote. All written and email votes must be confirmed at the next meeting of the Board of Directors and entered into that meeting's minutes.

Article IX: Officers.

1. Election of Officers

The officers of the corporation shall include the president, vice-president, secretary, and treasurer, who shall be elected annually by the Board of Directors. The Board of Directors may combine the offices of secretary and treasurer and elect one individual thereto. The Board of Directors may also elect one or more assistant secretaries and one or more assistant treasurers. The Board of Directors shall elect the officers of the corporation at the next meeting, regular or special, after the annual meeting. All officers shall be members of the corporation.

2. Duties of Officers

a. The president shall:

- i. preside over all meetings of the corporation and the Executive Committee;
- ii. sign as president, with the treasurer, all notes, bonds, and mortgages of the Corporation;
- iii. perform all acts and duties usually required of an executive and presiding officer.

b. The vice-president shall:

- i. in the absence, disability, or refusal to serve of the president, perform all of the duties of the office including acting as ex officio member and chair

of the Executive Committee. Such other duties shall be performed as the Board of Directors or Executive Committee may prescribe.

- c. The secretary shall:
 - i. keep a complete record of all the meetings of the corporation and of the Board of Directors;
 - ii. serve all notices required by law and by these bylaws;
 - iii. have the custody of the seal of the corporation and shall cause the same to be affixed to such instruments on behalf of the corporation as shall be directed by the Board of Directors;
 - iv. perform such other duties as may be required by the corporation or by the Board of Directors.
 - d. The treasurer shall:
 - i. sign as treasurer all checks under such regulations as shall be adopted either by the Board of Directors or the executive committee, and with the president sign all notes, bonds, and mortgages; the Board of Directors may, by resolution, authorize one or more assistant treasurers or other employees or officers of the corporation to sign checks, make deposits, and sign certificates of indebtedness in place of and instead of the treasurer and to perform such other duties as may be authorized by the Board;
 - ii. receive and disburse all funds and be the custodian of all the securities of the corporation;
 - iii. keep a full and accurate account of all the financial transactions of the corporation in books belonging to the corporation, and deliver such books to his or her successor in office when qualified. He or she shall make a full report of all matters and business pertaining to the office, to the members at the annual meeting, and to the directors whenever required and make all reports required by law;
 - iv. deposit all moneys of the corporation in the name and to the credit of the corporation in such depositories as may be designated from time to time by the Board of Directors.
 - e. The assistant secretary, if appointed, shall, in the absence or the inability of the secretary, be vested with all of the powers and be required to perform all of the duties of that official. At other times he or she shall assist the secretary in the discharge of his or her duties and shall do such other things incidental to the position as may be directed by the executive committee.
3. Compensation of Officers.

Officers shall serve without salary or other compensation, except that they shall be advanced or reimbursed actual and necessary expenses incurred in the business of the corporation.
 4. Tenure and Removal of Officers.

Officers shall hold office for a term of one year, unless they resign earlier or are removed for cause as hereinafter provided. Any officer of the corporation may, at any regular meeting or at any special meeting called for that purpose at which a majority of the members shall be present, be removed from office by a vote of not less than two-thirds of the members present. Ten days' notice in writing of the time, place, and object of any such meeting shall be given in the manner prescribed in the bylaws to the members and to the officer against whom such cause is alleged; and such director or officer shall at the same time be informed in writing of such cause and at such meeting shall have an opportunity to confront and cross-examine witnesses and to be heard in person or by counsel, and to present evidence in regard thereto. Officers may be elected for no more than three consecutive one-year terms.

ARTICLE X: Interested Members, Directors, and Officers.

A member, director, or officer of the corporation shall not, in the absence of fraud, be disqualified by reason of his or her position from dealing with or contracting with the corporation nor, in the absence of fraud, shall any transaction or contract of the corporation be void or voidable by reason of the fact that any member, director, or officer, or any corporation of which the member, director, or officer is an officer, director, or member, is in any way interested in the transaction or contract; provided that at the meeting of the Board of Directors or committee thereof having authority to authorize the contract or transaction, the interest of such member, director, or officer, firm or corporation is disclosed or known, and a majority of the disinterested directors, if there be any, approve of the contract or transaction. Any member, director, or officer so interested or connected shall not be liable to the corporation or to any creditor thereof or to any person for any loss by it, under or by reason of such contract or transaction; nor shall any member, director, or officer be accountable for any gains or profits realized thereon; provided that such contract or transaction shall at the time it was entered into have been a reasonable one, and have been upon terms that at the time were fair.

Article XI: Committees.

1. Generally.

The Board of Directors may appoint one or more standing committees and such ad hoc committees as may be necessary and desirable. The Board may appoint an Executive Committee. The board shall prescribe the functions and duties of each committee and shall review all actions by committees. Each committee may adopt its own rules and procedures, consistent with the delegation of authority by the board, and subject to review by the board. Members of committees shall be members of the corporation, and

each standing committee shall contain a member of the board who shall serve as an active liaison between the committee and the board.

2. The Executive Committee.

There may be an Executive Committee of the Board of Directors composed of the Chairman of the Board, the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall meet from time to time upon the call of any member of the committee. At any such meeting, any three members of the committee shall constitute a quorum. Meetings may be held in person or by any substantially simultaneous electronic means such as conference telephone call. The Executive Committee shall possess such administrative and other powers of the Board of Directors as shall be from time to time delegated to it by resolution of the Board of Directors not inconsistent with the provisions of the statute or with these bylaws.

3. Tenure and Removal.

Members of committees shall serve for a term of one year. Committee members may be removed and replaced by a vote of two-thirds of the Board.

Article XII: Accounting and Audits.

1. The corporation shall adopt a standard system of accounting and provide other accounting measures that may be necessary to conduct the business in a prudent and orderly manner.
2. The books, records, property, and business of the corporation shall be examined by the finance committee at least once in each quarter of each fiscal year, and such committee shall within one month after such examination, report in writing the results thereof to the corporation. Immediately after the close of each fiscal year, a complete audit of the operations of the corporation shall be made for the year by certified public accountants. A written report of the audit, including statements of services rendered by the association, the balance sheets, receipts and disbursements, assets and liabilities, members admitted and withdrawn, total number of members, and other proper information shall be submitted to the members at their next regular meeting. A copy of such report shall be filed in the office of such government departments, as are required by law, within three months after the close of the year.

Article XIII: Amendments.

These bylaws may be amended at any meeting of the members by a two-thirds vote of the members present, provided that notice of such proposed amendment is included in the call for said meeting. The bylaws, except for this article, may also be amended by the Board of Directors by a three-fourths vote thereof at any meeting, provided that notice of such proposed amendment is included in the call for said meeting. All amendments made by the Board of Directors shall be reported at the annual meeting of the

corporation. All amendments so made by the Board of Directors may be repealed by a vote of a majority of the members present at said annual meeting, and the prior bylaws thereby reinstated. All amendments shall be effective upon adoption.

Article XIV: Severability and Saving Clause.

If any provision of these bylaws or application thereof to any person or circumstances is held invalid by any court or tribunal of competent jurisdiction, or rendered invalid by any court or tribunal of competent jurisdiction, or rendered invalid by any applicable law, ordinance, or regulation, such invalidity shall not affect other provisions or applications of these bylaws which can be given effect without the invalid provision or application, and to this end, the provisions of these bylaws are declared severable.

WNA BYLAWS Cheat Sheet

Number of Directors: 15

Elected for two-year terms, with 7 directors and 8 directors elected in alternate years. Directors shall serve a term of two (2) years from the date of their election. A full two-year term shall be considered to have been served upon the passage of two (2) annual meetings.

Quorum: 50% + 1

The presence of one-half plus one of the members of the Board of Directors at a meeting shall constitute a quorum for the transaction of business.

Officers

The officers of the corporation shall include the president, vice-president, secretary, and treasurer, who shall be elected annually by the Board of Directors.

The Board of Directors may combine the offices of secretary and treasurer and elect one individual thereto. The Board of Directors may also elect one or more assistant secretaries and one or more assistant treasurers.

The Board of Directors shall elect the officers of the corporation at the next meeting, regular or special, after the annual meeting.

Board Term Limit: 3 terms of 2 years

No Director shall serve more than three (3) consecutive two-year terms. Fulfilling an incomplete term is not considered part of the term limit. An exception to term limits can be made when a director is elected as President or Vice President. Directors may continue to serve on the board for as long as he or she holds such office, which is limited to three years (Article IX.4). A director who is termed out is eligible to serve again after one full year off the board.

Officer Term Limit: 3 terms of 1 year

Officers shall hold office for a term of one year, unless they resign earlier or are removed for cause as hereinafter provided. Officers may be elected for no more than three consecutive one-year terms.

Fiscal Year: July 1 to June 30

The fiscal year shall begin on the first day of July and end on the last day of June.

Annual Meeting

Notice of the time and place of the meeting shall be given by mailing a copy thereof to each member, or delivering the same to a member in person, not less than twenty days before such annual meeting.

