

Baldwin Civic Association, Inc.

Constitution and By-Laws

ARTICLE I – NAME

Section 1: The Association will be known as the Baldwin Civic Association, **Inc.** The group hereinafter shall, in this document, be referred to as The Association.

ARTICLE II – MISSION

Section 1: The mission of the Baldwin Civic Association is to foster our wonderfully diverse community and maintain the quality of life in beautiful Baldwin.

Section 2: Objectives

- a. Encourage public participation and awareness within the community.
- b. Encourage and implement neighborhood improvements and beautification projects.
- c. Help preserve and maintain our parks and open spaces with the support of the community and government.
- d. Encourage residents to buy locally - Put your dollars back where you live, work and play.
- e. Encourage new business in our area.
- f. Partner with other organizations to achieve these objectives.
- g. Advocate for Baldwin with government agencies and representatives.**

ARTICLE III – MEMBERSHIP

Section 1: Membership is open to all residents of voting age in accordance with NYS election law who live within the 11510 zip code or who live in an area that pays Baldwin School taxes. Membership is also open to business proprietors who operate in the 11510 ZIP code or area that pays Baldwin School Taxes. Exceptions can be made based on the recommendation of the Membership Committee and approval of the Executive Board. The Association reserves the right to disallow membership.

Section 2: Membership dues will be set by vote of the Executive Board during the month of November each year.

Section 3: **Membership dues shall be paid payable annually.** ~~Annual dues are payable at the first meeting of the calendar year.~~ A member who has paid the annual dues shall be considered to be in good standing.

Section 4: A member in good standing is entitled to one vote. ~~shall be issued a membership card which entitles the member to one vote.~~ Membership ~~and membership cards are~~ **is** not transferable.

ARTICLE IV – OFFICERS

Section 1: The Officers of The Association shall be President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.

Section 2: Officers shall hold office for a term of two years or until their successors are **elected or appointed.** Their term of office shall commence on the 1st of January following the election. No Officer shall be eligible to serve for more than two consecutive terms in the same office.

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Section 3: Any member in good standing may hold office. Elected officials of the Town of Hempstead, County of Nassau, and State of New York; any elected official of a taxing authority; and officers of other community organizations whose primary objective and operations are substantially like those of The Association are ineligible to hold office. It is the expectation of The Association that an Officer will not attempt to become a candidate for outside elective office during said term. However, if at any time the Officer chooses to do so, the Officer will make no demands of The Association including, but not limited to, endorsements, campaigning or other activity related to the Officer's agenda.

Section 4: The President shall appoint a nominating committee at the September meeting of the year of elections. The nominating committee shall consist of three members in good standing. It is the duty of the nominating committee to submit to the membership at the October meeting of the year of elections, a slate of candidates for each position listed in Article IV Section 1.

Section 5: The election of the Officers of The Association will take place at the November membership meeting of the year of elections. The nominating committee, in a special letter to the membership, shall publicize the slate at least one month prior to the election. Additional nominations will be accepted from the floor at the November meeting.

Section 6: Officers shall be elected by a majority of the votes cast at a meeting of members, except as otherwise required by law.

Section 7: The new Officers will take office January 1st of each year.

Section 8: An ad hoc Audit Committee shall be constituted each January for the purpose of auditing the annual report as prepared by the Treasurer.

Article V – DUTIES OF OFFICERS

Section 1: The President shall:

- a. Preside at all meetings of the general membership and the Executive Board;
- b. Coordinate the activities of the Officers and committees;
- c. Appoint ad hoc committees;
- d. Ensure that all meeting agendas are prepared;**
- e. Perform such duties as are usual to the office including, after authorization from the Executive Board, the execution of any legal instruments;
- f. Be additional signator on checks and other financial instruments.**

Section 2: The Vice-President shall:

- a. Assume the chair if the President is absent or vacates the chair;
- b. Assist the President with the coordination of the activities of the Officers and committees;
- c. Perform such duties as are usual to the office.

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Section 3: The Recording Secretary shall:

- a. Take the minutes at all meetings of The Association and the Executive Board;
- b. ~~Keep a roster of the membership;~~
- c. Keep a record of attendance at all meetings of the Executive Board;
- d. Perform such duties as are usual to the office.

Section 4: The Corresponding Secretary shall:

- a. Attend to all correspondence of the Association as directed by the President;
- b. Perform such duties as are usual to the office.

Section 5: The Treasurer shall:

- a. Receive all monies into The Association;
- b. Make all disbursements upon authorization of the President;
- c. Keep accurate accounts of all monies received and disbursed;
- d. Submit a report at each meeting indicating the financial status of The Association including expenditures and receipts since the last meeting;
- e. Submit an annual report to be made available to all members at the close of the fiscal year in January;
- f. Prepare an annual budget for approval by the Executive Board;
- g. Perform such duties as are usual to the office.

ARTICLE VI – THE EXECUTIVE BOARD

Section 1: The Executive Board shall manage the affairs of The Association. A report of the business of the Executive Board shall be made at each general meeting.

Section 2: There shall be **eleven** members of the Executive Board consisting of the Officers and standing committee chair people. Notification of an open seat will be announced in The Association communications and will be filled by the Executive Board **until the next scheduled election**.

Section 3: All elected Officers shall be members of the Executive Board.

Section 4: All standing committee chairpersons shall be members of the Executive Board. The standing committees include the following committees: **Membership, Quality of Life, Beautification and Economic Development, Beautification, Economic Development, Fundraising, Government Liaison, Membership, and Quality of Life**. There shall be a minimum of three members in a standing committee. A quorum of the standing committees shall consist of two members. The committee chairperson has the right to appoint members on an ad hoc basis only if quorum has not been reached.

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Section 5: All members of the Executive Board shall have one vote except for the President. The President may vote only in the event of a tie.

Section 6: A quorum of the Executive Board shall consist of **6 7** members of the Executive Board.

Section 7: Three unexcused absences from Executive Board meetings will disqualify a Board member. All absences must be reported to the **President or** Recording Secretary to be excused.

Section 8: Resignations and Removal of Executive Board Members.

- a. Any Executive Board member may resign at any time by giving written notice to the President or to the Recording Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- b. An Executive Board member may be removed from office for misconduct, neglect of duty, harming the good name of The Association, or hampering its work.
- c. Any or all of the Officers of The Association may be removed for cause by vote of the Executive Board provided there is a quorum of **6 7** members of the Executive Board present at the Executive Board meeting at which such action is taken.

Section 9: Newly created Executive Board memberships resulting from an increase in the number of Executive Board members and vacancies occurring in the Executive Board for any reason shall be filled by **a majority** vote of **current** Executive Board **members**, regardless of their number. Executive Board members **appointed** to fill newly created memberships shall hold office until their successors have been elected and qualified. Executive Board members elected to fill vacancies shall serve until the next annual meeting at which the election of Executive Board members is in the regular order of business and until their successors are elected and have qualified.

Section 10: The chairpersons of the standing committees shall be appointed by the **elected** Officers of The Association through a majority vote of the Officers during the first January following the election of the Officers.

Section 11: Action by the Executive Board:

- a. Except as otherwise provided by law or in these by-laws, the action of the Executive Board means action at a meeting of the Board by vote of a majority of the Executive Board members present at the time of the vote, if a quorum is present at such time.
- b. Any action required or permitted to be taken by the Executive Board or any committee thereof may be taken without a meeting if all members of the Executive Board or the committee give consent in **writing or electronically** to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the members of the Executive Board or committee shall be filed with the minutes of the proceedings of the Executive Board or committee.

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

Section 12: Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 13: Contracts, Checks, Drafts, and Bank Accounts

- a. Execution of Contracts. The Executive Board, except as in these by-laws otherwise provided, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of The Association to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Executive Board, or expressly authorized by these by-laws, no Officers, agent or employee shall have any power or authority to bind The Association by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.
- b. Loans. No loans shall be contracted on behalf of The Association unless specifically authorized by the Executive Board.
- c. Checks, Drafts, etc.
 - i. All checks, drafts and other orders for the payment of money out of the funds of The Association, and all notes or other evidences of indebtedness of The Association, shall be signed on behalf of The Association in such manner as shall from time to time be determined by resolution of the Executive Board.
 - ii. The Executive Board can disburse by either cash or check up to a maximum of \$300 per quarter without prior approval of the general membership.
 - iii. Deposits. All funds of The Association not otherwise employed shall be deposited from time to time to the credit of The Association in such banks, trust companies or other depositories as the Executive Board may select.

ARTICLE VII – COMMITTEES

Section 1: The Executive Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Section 2: Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of The Association or the chairman of the committee or by vote of a majority of all of the members of the committee.

Section 3: Committees shall present a budget or projected expenses to the Executive Board for approval before making expenditures.

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Section 4: Committee members shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties at the discretion of the Executive Board.

ARTICLE VIII – MEETINGS

Section 1: General meetings of The Association shall take place **ten times a year, in person and/or virtually**, on a regular day. The presence of **fifteen (15)** members in good standing shall constitute a quorum and shall be necessary to conduct the business of The Association.

Section 2: Regular meetings of the Executive Board shall take **place ten times a year, in person and/or virtually**, on a regular day.

Section 3: Special meetings may be called, **in person and/or virtually**, at any time by the President.

Section 4: Meetings of members shall be held at such place, **within or without the State of New York**, as may be fixed by the Executive Board.

Section 5: Written or electronic notice shall be given of each meeting of members, shall state the place, date and hour of the meeting **and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting.** Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.

Section 6: A list or record of members entitled to vote, certified by the **chair of the Membership Committee**, shall be produced at any meeting of members upon the request therefor of any member who has given notice to The Association. If the right to vote at any meeting is challenged, the person presiding **at the meeting** shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be members entitled to vote may vote at such meeting.

ARTICLE IX – INDEMNIFICATION AND INSURANCE

Section 1: Authorized Indemnification. Unless clearly prohibited by law or Section 2 of this Article IX, The Association shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of The Association, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was an Executive Board member of The Association, or (b) in addition is serving or served, in any capacity, at the request of The Association, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided The Association shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

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Section 2: Prohibited Indemnification. The Association shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Executive Board in good faith determines, that such person's 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.

Section 3: Advancement of Expenses. The Association shall, on request of any Indemnified Person who is or may be entitled to be indemnified by The Association, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay The Association, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article IX. An Indemnified Person shall cooperate in good faith with any request by The Association that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4: Indemnification of Others. Unless clearly prohibited by law or Section 2 of this Article IX, the Executive Board may approve Association indemnification as set forth in Section 1 of this Article IX or advancement of expenses as set forth in Section 3 of this Article IX, to a person (or the testator or intestate of a person) who is or was employed by The Association or who is or was a volunteer for The Association, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of The Association in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5: Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Executive Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these by-laws. Before indemnification can occur the Executive Board must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article IX. No Executive Board member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Executive Board members is not obtainable, the Executive Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these by-laws.

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Section 6: Binding Effect. Any person entitled to indemnification under these by-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these by-laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7: Insurance. The Association is not required to purchase Directors' and Officers' liability insurance, but The Association may purchase such insurance if authorized and approved by the Executive Board. To the extent permitted by law, such insurance may insure The Association for any obligation it incurs as a result of this Article IX or operation of law and it may insure directly the Executive Board members, employees or volunteers of The Association for liabilities against which they are not entitled to indemnification under this Article IX as well as for liabilities against which they are entitled or permitted to be indemnified by The Association.

Section 8: Nonexclusive Rights. The provisions of this Article IX shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Executive Board is authorized to enter into agreements on behalf of The Association with any Executive Board member, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article IX, subject in all cases to the limitations of Section 2 of this Article IX.

ARTICLE X – CONFLICTS OF INTEREST

Section 1: Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Association policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2: Disclosure of Conflicts of Interest. An Executive Board member or general member shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging **their** duties with respect to any matter involving the conflict which comes before the Executive Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Executive Board member or general member learns of the conflict.

Section 3: Approval of Contracts and Transactions Involving Potential Conflicts of Interest. An Executive Board member who has or learns about a potential conflict of interest should disclose promptly to the Recording Secretary the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with The Association. All effort should be made to disclose any such contract or transaction and have it approved by the Executive Board before the arrangement is entered into.

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Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Executive Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Executive Board shall approve only those contracts or transactions in which the terms are fair and reasonable to The Association and the arrangements are consistent with the best interests of The Association. Fairness includes, but is not limited to, the concepts that The Association should pay no more than fair market value for any goods or services which The Association receives and that The Association should receive fair market value consideration for any goods or services that it furnishes others. The Executive Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to The Association.

Section 4: Validity of Actions. No contract or other transaction between The Association and one or more of its Executive Board members, or between The Association and any other corporation, firm, association or other entity in which one or more of its Executive Board members are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Executive Board member or members are present at the meeting of the Executive Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Executive Board member's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Executive Board or committee, and the Executive Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Executive Board member or members. Common or interested Executive Board members may be counted in determining the presence of a quorum at a meeting of the Executive Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Executive Board member or members should not be present at the meeting.

Section 5: Employee Conflicts of Interest. An employee of The Association, whether salaried or non-salaried, with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how Association decisions which are the subject of the conflict will be determined. The Executive Board shall be responsible for determining the proper way for The Association to handle Association decisions which involve unresolved employee conflicts of interest. In making such determinations, the Executive Board may consult with legal counsel.

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ARTICLE XI – GENERAL

Section 1: Office. The office of The Association shall be at such place in the County of Nassau, State of New York, as the Board of Directors may determine.

Section 2: Books and Records. There shall be kept **by** The Association: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Executive Board **and general membership meetings**, (3) a current list of the Executive Board members and their **contact information**, (4) a copy of these by-laws, (5) a copy of The Association's application for recognition of exemption with the Internal Revenue Service, **(6) a copy of The Association's New York State tax exempt status**, and **(7)** copies of the past three years' information returns to the Internal Revenue Service.

Section 3: Seal. The corporate seal of The Association shall be maintained by the Officer or Officers charged with maintaining the books and records of The Association. The corporate seal of The Association shall be in the form of a circle inscribed with the following: Baldwin Civic Association, Inc., Corporate Seal, 2012, New York.

Section 4: Interested Executive Board Members. No contract or other transaction between The Association and one or more of its Executive Board members, or between The Association and any other corporation, firm, association or other entity in which one or more of its Executive Board members are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Executive Board members or member are present at the meeting of the Executive Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Executive Board member's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Executive Board or committee, and the Executive Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Executive Board members.

Common or interested Executive Board members may be counted in determining the presence of a quorum at a meeting of the Executive Board or committee which authorizes such contract or transaction.

Section 5: Loans to Directors and Officers. No loans shall be made by The Association to its Executive Board members, or to any other corporation, firm, association or other entity in which one or more of its Executive Board members are directors or officers or hold a substantial financial interest except as allowed by law.

Section 6: Fiscal Year. The fiscal year of The Association shall commence January 1 in each calendar year and end on December 31.

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ARTICLE XII – CONSTITUTION AND BY-LAWS

Section 1: Copies of this Constitution and By-Laws shall be made available to all members of The Association upon request to the Recording Secretary.

Section 2: The Executive Board has the authority to interpret the Constitution and By-Laws.

Section 3: The Constitution and By-Laws may be amended by giving one month's notification and by a two-thirds vote of The Association.

Section 4: The most recent edition of the Roberts Rules of Order shall govern this organization in all cases in which they are applicable and are not in conflict with this Constitution and By-Laws.

ARTICLE XIII – DISSOLUTION OF THE ASSOCIATION

Section 1: The Association shall be dissolved in accordance with any applicable federal, state, or local laws.