

PINE HILLS NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I - Name, Description, and Purpose

Section 1. Name and Description

The name of this organization is Pine Hills Neighborhood Association and the website is located at <http://www.pinehillsna.org>.

Pine Hills Neighborhood Association is located in Albany, New York and in the area bounded on the East by North and South Lake Avenues, the West by Manning and South Manning Boulevards, the North by Washington Avenue and the South by Woodlawn, Bancker and Cortland Streets, except for the area represented by the New Albany Neighborhood Association (NANA).

Section 2. Purpose

The purpose of this Association shall be to preserve and improve conditions that promote the Pine Hills Neighborhood as a viable place to reside, work and enjoy life by undertaking the following:

- A. Identify issues of interest and concern to the neighborhood;
- B. Encourage the free exchange of information and debate among residents by providing a forum for these issues;
- C. Form interest groups to arrive at decisions and recommended actions on these issues;
- D. Advocate with City, University, College, and other policymakers to advance the interests of the residents, businesses and not-for-profit institutions in the neighborhood;
- E. Foster growth and diversity to move the neighborhood forward in this century;
- F. Empower neighbors by providing meaningful leadership opportunities.
- G. Participate with other neighborhood associations in the activities of the Council of Albany Neighborhood Association (CANA) and the Neighborhood Resource Center (NRC).

ARTICLE II - Membership

Section 1. Eligibility for membership:

Membership shall be open to the general public. Membership shall be granted after the completion and receipt of a membership application and annual dues. Continued membership shall be contingent upon keeping up to date with payment of annual dues.

Section 2. Annual Dues

Dues for membership in the Association shall be fixed by the Board of Directors of the Association and shall be paid annually. The membership year shall be from January 1 to December 31.

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There shall be six classes of membership:

- Student/Senior
- Household
- Business Supporter
- Business Sponsor
- Not For Profit
- Institutional

Section 3. Rights of Members

Members shall have the right to vote on the Executive Committee. Members shall also receive benefits as determined by the Board of Directors.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors.

Section 5. Meetings

The Association shall hold at least one meeting each year and other meetings as determined by the Board of Directors.

ARTICLE III - Board of Directors

Section 1. Board role, size, and composition

The Board of Directors shall manage the affairs of the Association. The Board receives no compensation other than reasonable expenses. All members of the Board of Directors shall be members of the Association in good standing. The Board shall have up to 11 by not fewer than 5 Board members.

In executing the mission of the Association and in implementing the requirements of these Bylaws, the Board may establish Policies and Procedures necessary to achieve such Association goals. Policies and Procedures shall be approved and/or amended solely at the discretion of the Board of Trustees.

Section 2. Terms

Board members shall be elected by the Board to serve three year terms renewed in October of the year terms expire and eligible to continue on by invitation of other Board members. Officers remain Board members while serving as officers.

Section 3. Meetings and Notice

The Board of Directors shall meet annually as practicable and communicate via email between meetings. Notice of any meeting of the Board of Directors shall be sent to the Board members by e-mail not less than ten (10) days prior to such meeting.

Special meetings of the Board of Directors maybe called by the President or a written request to the Secretary by at least one-third of the Board members. Notice of such special meetings shall be given by the Secretary at least 48 hours prior to the time set for the meeting.

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Board Meetings shall be conducted according to the current edition of Robert's Rules of Order, unless otherwise specified in the Association Bylaws or by decision of the Board of Directors during the meeting.

Section 4. Quorum and Votes

A majority of the Board of Directors, 50% plus 1, shall constitute a quorum. A Board member must be present to vote on any question during a meeting in which a quorum is present. Other votes may take place via email and a quorum must respond for any vote to pass, unless a time limit requires an imminent decision on a nonfinancial issue.

Section 5. Board Qualifications and Elections

Prospective Board members can be invited to join the Board by another Board member and elected by a majority of current Board members when a Quorum is present. Prospective Board members must be members of the Association in good standing.

Section 6. Officers, elections, terms, and duties

A. Number of Officers - There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. All officers shall be, and continue to be, paid up members in good standing and live within the neighborhood as described in Article I.

B. Election of Officers - Officers will be selected by the Board and presented to the membership for a vote. Election of officers shall occur every two years by association members at the Annual Meeting.

C. Terms - The President, Vice President, Secretary and Treasurer shall be elected to serve for a term of two years or until their successors are elected. In the event of the inability of one of the officers to serve, the vacancy shall be filled for the unexpired term by the Board of Directors. In no event shall any President serve more than two consecutive two-year terms. All terms shall commence on immediately following election at the Annual Meeting.

D. Duties - Officers' duties are as follows:

1. **President** - The President shall be the chief executive officer of the Association, and chair of the Board of Directors, develop agendas, and preside at all meetings of the Board of Directors and the Association. S/he and shall be responsible for the overall management of the affairs of the Association, shall sign all contracts, set Annual Board Meeting dates and shall see to it that all resolutions of the Board of Directors are carried into effect. With the approval of the Board of Directors, the President shall appoint the chair of all committees as hereinafter provided, and in addition to being a member and the presiding officer of the Executive Committee and the Board of Directors, shall be an ex-officio member of all committees.
2. **Vice President** - The Vice President shall assist in the performance of the President's duties and shall preside in the President's absence at meetings of the Association and at meetings of the Board of Directors, shall represent the President when requested at meetings or other functions, and shall fulfill other duties as directed by the President.
3. **Treasurer** - The Treasurer shall be responsible for all funds, pay all bills, as directed by the President, and keep an accurate account of all money received and disbursed. The Treasurer shall be responsible for the collection of all annual dues and certifying the list of members in good standing. Annually, the Treasurer will present the financial statement (income v. expenses) for the current year. ‘

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4. *Secretary* - The Secretary shall keep a record of all Board meetings, votes, and minutes, and shall maintain all other Association records and assist in the production and distribution of minutes.

Section 7. Vacancies

When a vacancy on the Board exists mid-term, the Board will fill by appointment. These vacancies will be filled only to the end of the particular Board member's term.

Section 8. Resignation, termination, and absences

Resignation from the Board must be in writing and received by the President. Board members shall be terminated from the board due to excess unexcused absences from monthly meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

Section 9. Indemnification

The Board members of the Association shall not be personally liable for the debts, liabilities, or other obligations of the Association and shall be indemnified against liability to the fullest extent possible under the laws of this state.

ARTICLE IV - Committees

Section 1. Executive Committee.

The Executive Committee shall consist of the officers of the Association. It shall have the authority to exercise for and on behalf of the Board of the Association all powers of the Board of Directors to the extent permitted by law between the meetings of the Board of Directors.

Section 2. Standing Committees

The President, with approval of the Board of Directors, shall appoint the chair of each of the standing committees. Only members of the Board of Directors can serve as committee chairs, but the other members of the committees need not be Directors. The chair of each committee (except the Executive Committee) will appoint the members of their committee. The committees will coordinate, to the extent possible, with committees in other neighborhood associations under the auspices of CANA.

Section 3. Ad Hoc Committees

The Board of Directors shall have the authority to establish committees as may be necessary to perform the functions necessary to achieve the mission of the Association. The President, with the approval of the Board of Directors, shall have the power to appoint the chairs of such *ad hoc* committees as shall from time to time be deemed advisable.

ARTICLE V - Fiscal Year

The Fiscal Year of the Pine Hills Neighborhood Association shall be from January 1 to December 31 of each year.

ARTICLE VI - Amendments, Revisions, and Suspensions of Bylaws

Proposed amendments to these Bylaws must be submitted in writing to the Secretary of the Association not less than ninety (90) days prior to the Annual Board Meeting to allow members to review the changes. After Annual Board Meeting, the proposed amendment(s) to the Bylaws shall be submitted to the Board of Directors for a vote of those in attendance at the Annual Board Meeting. A Quorum of the Board must be present, and an affirmative vote of three-fourths (3/4) of the Board members in attendance and voting at that meeting shall be required for adoption.

The Board of Directors can suspend the Bylaws as needed by a affirmative vote of a majority of Directors.

Adoption of Bylaws

We, the undersigned, are the current officers of the Pine Hills Neighborhood Association, and we acknowledge the adoption of the foregoing Bylaws as the Bylaws of the Association as of this date.

Date Adopted by the Board of Directors: July 27, 2016

Date Adopted by Members of the Association (per prior bylaws): _____

President: _____

Print Name: _____

Vice President: _____

Print Name: _____

Treasurer: _____

Print Name: _____

Secretary: _____

Print Name: _____