

BYLAWS

PINE HILLS NEIGHBORHOOD ASSOCIATION

ARTICLE I - Name, Description, and Purpose

Section 1. Name and Description

The name of this organization is Pine Hills Neighborhood Association.

The Pine Hills Neighborhood Association is located in Albany, New York and covers 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).

The Pine Hills Neighborhood Association is not-for-profit, nonpartisan, and secular.

Section 2. Mission and Purpose

The mission of the Association is to preserve and improve conditions that make the Pine Hills Neighborhood a viable and pleasant place to reside, work and enjoy life. To accomplish this mission, and improve and promote the neighborhood and general conditions within the City of Albany, the Association works to:

- 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 governmental, educational, and other policymakers to advance the interests of the residents, businesses and not-for-profit institutions in the neighborhood;
- E. Participate with other neighborhood associations, groups and in the activities of the Council of Albany Neighborhood Association (CANA);
- F. Promote the neighborhood through communications and by fostering activities and events that are beneficial to the neighborhood, its residents and community spirit;
- G. Empower neighbors by providing meaningful leadership opportunities; and,
- H. Foster growth and diversity to move the neighborhood forward in the 21st Century.

ARTICLE II - Membership

Section 1. Eligibility for membership:

Membership shall be open to the general public, and granted on application and receipt of annual dues. Continued membership is contingent on keeping up to date with payment of annual dues.

Section 2. Dues

Dues for membership in the Association shall be fixed by the Board of Directors and each calendar year's membership shall be paid annually.

Section 3. Rights of Members

Members shall have the right to vote on the election of members of the Board at the Annual Meeting and shall receive benefits as determined by the Board of Directors. Members may resign from the Association by notifying the Secretary.

Section 5. Meetings

The Association shall hold an Annual meeting each year and other membership meetings as determined by the Board. The Annual meeting shall include an Annual Report, the election of Board members, an Annual Financial Report, and other reports as determined by the Board.

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. The Board shall have up to 15 but no fewer than 5 Directors. 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.

Section 2. Board Qualifications

All members of the Board of Directors shall be members of the Association in good standing and live within the boundaries of Pine Hills. Individuals not living within Pine Hills may also be selected to serve as members of the Board of Directors if they have a stake in the community through property ownership or management of a business, not-for-profit, or educational institution within the neighborhood and have furthermore demonstrated a commitment to the greater good of the neighborhood.

Section 3. Elections, Terms and Vacancies

Directors shall be elected by the membership to serve three-year terms which may be renewed by vote of the members in the year terms expire. 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 Director's term.

Section 4. Meetings and Notice

The Board of Directors shall meet regularly as practicable and communicate via email or other written or remote communications means between meetings. Notice of any meeting of the Board of Directors shall be sent to the Directors by e-mail not less than ten days prior to such meeting. Special meetings of the Board of Directors may be called by the President or by a written or emailed request to the Secretary by at least one-third of the Directors. Notice of such special meetings shall be given by the Secretary at least 48 hours prior to the time set for the meeting.

Section 5. Quorum and Votes

A majority of the Board of Directors, 50 percent plus one, shall constitute a quorum. A 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 motion to pass or position to be endorsed, either in a meeting or via email, a majority of the complete Board of Directors must vote to pass or endorse the action. The Board may establish policies for a higher passage threshold for certain types of votes.

Section 6. Officers, elections, terms, and duties

A. 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. The Board of Directors may appoint a nonresident to serve as secretary or treasurer at their discretion.

B. Election of Officers - Officers are elected by the Board.

C. Terms - The President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors and serve for a two-year term or until successors are appointed. In the event of resignation, removal or inability of one of the officers to serve, the vacancy shall be filled for the unexpired term by the Board of Directors. Officers will continue as members of the Board of Directors throughout their term as officers. In no event shall any President serve more than six years. Other than for the office of President, there are no term limits. All terms commence immediately following election or designation by the Board in the case of vacancies, and terms may be staggered if the Board so chooses.

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. The president 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. The Vice President shall assume the office of President if the President resigns or is unable to serve until the Board appoints a replacement or the term expires, whichever comes first.
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 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.
4. *Secretary* - The Secretary shall keep a record of all Board members, Board Officers and their terms, of meetings, votes, and minutes, and shall maintain all other Association records and assist in the production and distribution of minutes.

Section 7. Resignation and Removal

Resignation from the Board or an Office must be written or emailed and received by the President or Secretary. A Board member or Officer may be removed from service by a three-fourths vote of the remaining Directors as a discretionary matter, causes for which may include excessive absences or non-participation in Board and Association matters.

Section 8. Indemnification

The Directors 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 standing committees which are created, named and may be dissolved by the Board. Only members of the Board can serve as committee chairs, but other members of the committees need not be Directors. The chair of each committee (except the Executive Committee) appoints the members of their committee. 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 – Ethics, Conflicts of Interest, and Whistleblower Policies

The Association shall be covered by policies and disclosure requirements to ensure that it acts in a manner that is responsible to its members, donors, regulators and others who have placed faith in the organization, consistent with local, state and federal law. These policies will include conflicts of interest and annual disclosure, a general code of ethics, and whistleblower protection. The Board shall adopt and may amend such policies, which will kept by the Secretary, posted on the Association website and made available to Officers and other members of the Board of Directors, who must annually acknowledge their receipt and make any required disclosures.

ARTICLE VI - Fiscal Year

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

ARTICLE VII - Amendments, Revision, and Suspension of Bylaws

Proposed amendments to these Bylaws must be submitted in writing to the Secretary of the Association. The Secretary will provide a copy to members for a thirty-day comment period. The Board will then vote on the final version at the next Board meeting at which a quorum is present. An affirmative vote of three-fourths of the Board members shall be required for adoption.

The Board of Directors can suspend the Bylaws as they apply to a particular action through an affirmative vote of three-fourths of the Board members.