

**The Stockade Association of Schenectady, New York, Inc.
Incorporated April 6, 1973**

Constitution and Bylaws
(as amended November 19, 2015)

Article I. Name

The name of the organization shall be The Stockade Association of Schenectady, New York, Incorporated.

Article II. Purpose

The specific purpose of The Stockade Association of Schenectady, New York, Inc. (hereinafter, Association) shall be the preservation, protection and improvement of the neighborhood within the area designated as the Stockade Historic District by the Historic District Ordinance of the City of Schenectady, New York.

This corporation is organized for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 1. Objectives. The Association shall have the following objectives (which are listed in no order of priority):

- a. Promotion and preservation of the residential character of the Stockade Historic District;
- b. Protection and restoration of historic monuments and properties;
- c. Enhancement of the safety and physical improvement of the neighborhood;
- d. Promotion of the aesthetic and physical improvement of the neighborhood;
- e. Representation before any City or County governmental agency or component on matters affecting the neighborhood;
- f. Development and improvement of the riverfront area;

- g. Fair administration and enforcement of municipal zoning code;
- h. Abatement of public nuisances; and
- i. Promotion of the community interest.

Section 2. Character. The Association shall be nonpartisan in character.

Article III. Membership

Section 1. Eligibility.

- a. Any individual owning property, residing, or owning a business entity within the Stockade Historic District is eligible for membership, shall have the right to vote, and shall be eligible to serve on the Board of Directors, provided he or she is a member in good standing, in accordance with these Bylaws. The membership year runs from October 1 through September 30 of the following year.
- b. A business entity shall designate an individual as its sole voting representative.
- c. No person, as an individual member and/or as the designated representative of a business entity, shall have more than one vote.

Section 2. Standing. Upon payment of dues owing, a person or a business entity shall immediately be deemed a member in good standing through the following September 30, and is eligible to vote on any matter duly presented to the Association for action.

Section 3: Affiliate Membership. Any individual or organization not eligible for regular membership shall be eligible to become a non-voting affiliate member designated as “Friend of the Stockade” upon the payment of dues. Affiliate members may participate in activities and meetings of the Association, including committee service, but shall not be eligible to vote or hold any Association office or position.

Article IV. Board of Directors

Section 1. Qualifications. Any member in good standing is qualified to serve on the Board of Directors except as noted in Article IV, section 10.

Section 2. Duties. The Board of Directors shall manage the business and property of the Association. The Board of Directors shall supervise all officers and agents of the Association to ensure that such officers and agents are properly performing their duties. Each member of the Board shall be willing to serve on or as the chair of a committee if so designated by the President.

Section 3. Number. There shall be eleven Directors, including the five Officers. The immediate past President shall be a non-voting, *ex officio* member of the Board of Directors, exclusive of the other eleven directors.

Section 4. Election and Term.

- a. Directors shall be elected by members of the Association in good standing for a two-year term at an annual meeting, upon either:
 - i. the report and recommendation of the Nominations Committee, or
 - ii. nomination from the floor by a member in good standing.
- b. The President, Treasurer, and three additional Directors shall be elected in odd-numbered years.
- c. The Vice-President, Recording Secretary, Corresponding Secretary, and three additional Directors shall be elected in even-numbered years.
- d. In the event that more candidates for election are nominated for positions than there are open seats, the number of available positions shall be filled by those candidates receiving the highest number of votes. If a Board position is contested, voting shall be by written ballot.
- e. The President and Treasurer are limited to no more than two consecutive full terms.
- f. All Directors, including officers, of the Association shall hold office until the expiration of their term, and until their successor has been elected or appointed and qualified.

Section 5. Meetings and Quorum.

- a. The Board shall meet at least five times each fiscal year (October 1 through September 30 of the following year).

- b. Seven Board members shall constitute a quorum.
- c. A meeting shall be held at the call of the President or upon the written request of three members of the Board. Either the President or Recording Secretary shall schedule the meeting, which shall be held within ten days of the receipt of the request. Board members shall be given no fewer than five days' notice of the meeting. The notice shall be written (paper or electronic) and shall state the time and place of the meeting.
- d. Electronic communication.
 - i. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic.
 - 1. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature.
 - 2. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
 - ii. Any one or more members of the 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 communications with each other at the same time and each director can participate in all matters before the Board, including without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board. Participation by such means shall constitute presence in person at a meeting.

Section 6. Absences.

- a. A Director shall be deemed to have resigned from the Board after three consecutive absences from regularly scheduled Board meetings.

- b. Notice of any resignation shall be made by the Secretary or the Nominations Committee at the Board meeting following such absences or other resignation.

Section 7. Removal of Directors. A Director may be removed for cause by a two-thirds vote of the Board of Directors, on at least five days' written notice (paper or electronic) by the Recording Secretary to all members of the Board of Directors. Any Director so removed has the right to appeal their removal at the next regularly scheduled General Membership meeting, provided at least ten days' written notice is given by the aggrieved Director to the Recording Secretary. Any Director or Officer may also be removed by a two-thirds vote of the membership.

Section 8. Vacancies. Following a recommendation of the Nominations Committee, the General Membership shall fill a vacancy on the Board (with the exception of the President) by majority vote. The person so selected shall hold office for the remainder of the unexpired term.

Section 9. Vote. The vote of a majority of the Directors present shall be the act of the Board of Directors, unless otherwise required by law or other provisions of these Bylaws.

Section 10. Conflict of Interest: No Board member shall use his or her affiliation with The Stockade Association for personal gain or benefit, or to gain or benefit a third person or organization or group with whom the Board member has either a personal or professional relationship. Board members should not put themselves in any situation where there is a potential or actual conflict of interest or roles, including, but not limited to, having a direct or indirect financial interest in the assets, leases, business transactions or interests of The Stockade Association.

A Board member who believes they have, or may have, a potential conflict of interest or role, must immediately disclose this information to the Board, abstain from any action relating to this conflict of interest, and excuse himself or herself from any portion of the proceedings where action is being considered. The minutes shall clearly reflect that these requirements have been met.

Section 11. Compensation of Directors: No Director shall receive any compensation for their services as Director, but may be reimbursed for reasonable and documented expenses actually incurred in the performance of duties as a Director.

Section 12. Non-liability of Directors: The Directors shall not be personally liable for the debts, other liabilities or obligations of the Association. To the full extent authorized under the laws of the State of New York, the Association shall indemnify any director, officer, employee or agent, or former member, director, officer, employee, or agent of the Association, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Article V. Officers

Section 1. The Officers of the Association shall be a President, Vice-President, Treasurer, Recording Secretary and Corresponding Secretary, with each office having a term of two years.

Section 2. Powers and Duties.

- a. President.** The President shall be the Chief Executive Officer of the Association, and shall:
- i. administer all of the affairs of the Association and execute policies of the organization as determined by the Board of Directors and the membership;
 - ii. preside at all meetings of the Board and of the Association;
 - iii. be an *ex officio* member of all committees except the Nominations Committee;
 - iv. be responsible for maintaining contact and developing relationships with neighborhood organizations and local government; and
 - v. appoint any working or ad hoc committees that s/he feels necessary to fulfill the purposes of the Association, the terms of which shall expire with that of the appointing President.

b. Vice-President. The Vice-President shall:

- i. assume all the powers and duties assigned to the President in the absence or incapacity of the President;
- ii. be assigned and assume such other duties and responsibilities as determined by the President; and
- iii. be responsible for programing for each General Meeting of the Association;

c. Corresponding Secretary. The Corresponding Secretary shall be responsible for:

- i. preparing, transmitting and maintaining all correspondence of the Association including letters of appreciation, donor response letters, Web notices, etc.;
- ii. working with the Webmaster to ensure that the content of the Association's Web site is current, useful and effective at communicating the Association's goals and objectives; and
- iii. carrying out other duties and responsibilities as determined by the President.

d. Recording Secretary. The Recording Secretary shall:

- i. keep a record of attendance at all Board and General Meetings;
- ii. take and maintain a record of the minutes of all Board and Association meetings;
- iii. be responsible for preparing and transmitting the notice of all meetings of the Board and the Association; and
- iv. maintain and make available for examination any records as required by New York State and these Bylaws, including but not limited to: minutes, membership lists, bylaws, financial reports, tax filings, incorporation documents, and conflict of interest documents.

e. Treasurer. The Treasurer shall:

- i. be responsible for maintaining the financial records and accounts of the Association;
- ii. pay all bills as authorized and make all deposits;

- iii. prepare and present written monthly financial statements to the Board and at Association General Meetings;
- iv. make all filings in a timely manner as required by law;
- v. be a member of the Finance Committee; and
- vi. perform all duties incident to the office of Treasurer and such other duties as may be required by law, or which may be assigned to him or her from time to time by the Board of Directors.

Section 4. Vacancies. Following a recommendation of the Nominations Committee, the Board of Directors shall fill a vacancy by appointment in any office except the office of President by majority vote. The person appointed by the Board shall hold office for the remainder of the unexpired term. In the event of a vacancy in the office of President, the Vice-President shall assume the office of the President, creating a vacancy in the office of the Vice-President.

Article VI. Standing Committees

Standing Committees shall have the duties conferred by these Bylaws and other functions as may be determined from time to time by the Board. The President shall appoint and have the power to remove the Chair of any committee, except the Nominations Committee.

Section 1. Events Committee. The Events Committee shall:

- a. Be responsible for coordination of annual and other neighborhood Association events, including the Walkabout, Secret Garden Tour, and any other event deemed desirable or necessary by the Board;
- b. Be responsible for oversight of specific event sub-committees, which will be considered *ad hoc* committees as otherwise defined in these Bylaws and responsible for planning their specific event; and
- c. Prepare a list of events planned for the coming year and present it to the Board for approval in a timely manner so the event may be included in the annual budget.

Section 2. Finance. The Finance Committee shall:

- a. Prepare an annual budget for approval by the Board and presentation to the membership;
- b. Review and recommend to the Board the manner in which the Association's funds are to be invested, and supervise the management of the funds in accordance with the goals and objectives established by the Board;
- c. Be responsible for arranging for an annual audit of the accounts of the Association and reporting on the results of that audit to the Board of Directors; and
- d. Be responsible for ensuring the filing and retention of all required financial information and tax returns.

Section 3. Historic Preservation and Zoning. The Historic Preservation and Zoning Committee shall:

- a. Strive to preserve and promote the unique architectural, cultural and historical character of The Stockade;
- b. Coordinate its efforts with other interested entities and municipal officials to accomplish these ends;
- c. Identify and strive to rectify major threats to individual structures and the neighborhood as a whole;
- d. Periodically assess the need both for changes in zoning and code enforcement;
- e. Encourage maintenance and improvement of properties and make recommendations for legislation relating to these responsibilities;
- f. Be responsible for following through with the actions necessary to effectuate legislative changes; and
- g. Encourage compliance with approved legislative changes.

Section 4. Infrastructure Maintenance. The Infrastructure Maintenance Committee shall be responsible for assessing, recommending and promoting changes associated

with streetscape improvement, utility placement, traffic, parking, signage, sidewalk repair, snow removal and street sweeping.

Section 5. Membership. The Membership Committee shall:

- a. Identify, enlist and encourage membership in the Association;
- b. Recruit members for participation in activities of the Association;
- c. Be responsible for communication about neighborhood issues;
- d. Maintain community bulletin board;
- e. Maintain hospitality for meetings and welcoming new neighbors and new members; and
- f. Maintain an up-to-date record of members of the Association, together with contact information.

Section 6. Nominations.

1. The Nominations Committee shall:
 - a. Be elected at the regular membership meeting of the Association held in the month of January, *by nomination from the floor*, for a term of one year;
 - b. In the event that more candidates for election are nominated for positions than there are open seats, the number of available positions shall be filled by those candidates receiving the highest number of votes. If a committee seat is contested, voting shall be by written ballot.
 - c. Consist of three members of the Association, but with no more than one currently serving Board member. No individual may serve more than three consecutive terms as a member of this committee;
 - d. Select its own chair from among the several members of the committee;

- e. Consider the written recommendation from any Association member in good standing of a candidate for election to the Board of Directors, provided that such recommendation is made in a timely manner;
- f. Be responsible for reporting to the Association at the Annual Meeting the names and biographies of individuals nominated for election to the Board of Directors; and
- g. Make an effort to ensure that the Board of Directors represents all geographical areas and constituent interests of the Stockade Historic District in its selection of nominees.

2. Notwithstanding any provision contained in these bylaws to the contrary, nomination for election to any office or position in the Association may always be in order from the floor at the Annual Meeting or any other meeting at which an election is scheduled to be held.

Section 7. Stockade Spy. *The Stockade Spy* is the neighborhood newsletter published by the Association and, as such, is responsible for presenting the views of the Association to the general public. The President of the Association shall appoint the Editor of *The Stockade Spy*, who shall report monthly to the Board of Directors.

Section 8. Beautification Committee. The Beautification Committee shall be responsible for:

- a. Supporting improvement of the appearance of public and private spaces in and around the Stockade;
- b. Creating and maintaining public gardens;
- c. Encouraging the creation and improvement of private gardens; and
- d. Periodically planning and conducting a garden tour to fund its activities and to showcase The Stockade Historic District.

Section 9. Committee of Safety: The purpose of the Committee of Safety is to promote safety in the Stockade by:

- a. Identifying safety issues (lighting, crime, traffic, flooding) in the Stockade in need of attention;
- b. Tracking and reporting these issues to proper authorities; and
- c. Where possible, proposing viable solutions to these problems.

The Committee of Safety shall undertake efforts through the Stockade Neighborhood Watch Program to promote public safety in the neighborhood, and shall also work closely with the Schenectady Police Department.

Article VII. Membership Meetings

Section 1. Regular Meetings. Regular membership meetings shall be held in November, January, March, May and September of each year. Notice of a meeting shall be by publication in *The Stockade Spy* or a local newspaper of general circulation, by regular U.S. Postal Service mail, electronic mail, or leaflet, at least ten days in advance of the meeting.

Section 2. Annual Meeting. The Annual Meeting of the Association shall be the regular General Membership meeting held in the month of May.

- a. The purposes of the meeting shall be the election of Directors and Officers, and for the transaction of other business; and
- b. The President shall designate the time and place of the meeting.

Section 3. Special Meetings.

On his or her own initiative, or upon written request of at least ten members of the Association, the President shall call a special meeting of the Association within ten days of receiving the written request. Notice of the meeting shall be by publication in *The Stockade Spy*, or a local newspaper of general circulation, by regular U.S. Postal Service mail, electronic mail, or leaflet, at least five days in advance of the meeting.

Section 4. Quorum. The presence of twenty-five members shall constitute a quorum.

Section 5. Voting. All members in good standing are eligible to vote. Proxy votes delegated in writing are allowed, provided the principal is a member in good standing.

No proxy shall be accepted for purposes of voting that delegates authority to an agent for a period greater than thirty days.

Article VIII. Dues-Finances

Section 1. Dues. The Board of Directors shall establish a schedule of dues. A two-thirds vote of the membership present at a duly constituted meeting may override the action of the Board in setting the dues.

Section 2. Fiscal Year. The fiscal year shall commence on October 1 each year.

Section 3. Authorizations.

- a. No member of the Association is authorized to incur any indebtedness on behalf of the Association without prior authorization of the Board of Directors;
- b. All procurements shall conform with the Association's Procurement Policy; and
- c. Any expenditure of Association funds that has not been approved by the Board, and has not been budgeted, shall require the affirmative vote of two-thirds of the Association. Notice of the proposed expenditure shall be contained in the meeting notice for the Association meeting at which a vote would be taken on the proposed, unbudgeted expenditure.

Section 4. Signatures: With the exception of routine newsletter printing disbursements, all Association checks in excess of \$500, or such other amount as determined by the membership of the Association, shall require the signature of two officers.

Article IX. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, unless in conflict with these Bylaws, shall govern the Association in all cases to which they are applicable and any special rules of order the Association may adopt.

Article X. Amendments

Section 1. Amendments to these Bylaws may be made at the November meeting of the Association or at the Annual Meeting.

Section 2. Notice of a proposed amendment to these Bylaws shall be contained in the relevant meeting notice, and must set forth the precise text of any proposed change(s) in addition to an explanation for the proposed change(s).

Section 3. An affirmative vote of two-thirds of members in good standing present shall be required to amend these Bylaws.

Article XI. Dissolution

The Association is a not-for-profit corporation, operating without benefit to any director or member. In the event of the dissolution and financial liquidation any remaining assets after all liabilities are discharged will be used to contribute to purposes similar to those of the corporation, in accordance with the determination of the members, by majority vote, in accordance with the laws governing dissolution.