

# **BY-LAWS**

## **White Plains Council of Neighborhood Associations**

### **I. Organization**

1. The Name of the organization is the White Plains Council of Neighborhood Associations (WPCNA). It is a non-profit, non-partisan, voluntary organization whose members are the autonomous neighborhood associations in White Plains, NY (the City).
2. Its Purpose is to enhance the quality of life in the City by
  - a) Promoting discussion and cooperation among its members, and
  - b) Non-partisan advocacy and civic activism on their behalf, and
  - c) Educating the membership and the citizens of White Plains on current issues affecting the City.

### **II. Membership**

1. WPCNA membership shall be open to all Active neighborhood associations in the City.
2. An “active neighborhood association” is defined as an organization that meets at least one of the criteria in Section VII, Paragraph 2.
3. Each neighborhood association may designate one of its members, to serve as a WPCNA Voting Delegate. Other representatives of a neighborhood association may participate in WPCNA proceedings, but only the Voting Delegate may vote. Only one Voting Delegate at a time may represent a neighborhood association but each association may designate a substitute Delegate should the need arise, with written notice from that association president to the WPCNA President.
4. New neighborhood associations may apply for membership to the WPCNA Membership Committee. Neighborhood associations that have not actively participated in WPCNA proceedings for at least five (5) years may also apply as new associations.

### III. Meetings

1. WPCNA meetings are defined as **Regular**, **Annual** or **Special**. Except as noted in Paragraph 4, all meetings are open to all residents of White Plains, the media, and other interested parties. Meetings will be conducted consistent with the latest edition of *Roberts' Rules of Order Newly Revised*.
2. **Regular** meetings will take place monthly (typically taking place on the second Tuesday of each month) with date, time and place set forth by the President or presiding Executive Committee member, from January through November, with the exception of July and August (Summer Recess), at least once per calendar quarter. Normal business, including voting on matters of importance to the Membership, accepting new associations as members, and voting on amendments to the By-Laws, may be transacted at Regular meetings.
3. The **Annual** meeting shall be held each year in December, usually on the second Tuesday, for the purpose of electing officers for the following year, and to conduct normal business.
4. **Special** meetings may be called by the Executive Committee upon the order of the (i) one-third of the eligible Delegates, (ii) the President, or (iii) at the written request of a majority of the Executive Committee Officers then in office. At least seven days advance notice via mail, email or fax must be given to member associations. Special meetings may be closed to persons other than Officers and Delegates.

### IV. Eligibility for Office

1. An Officer of WPCNA must be a member in good standing of an active neighborhood association, to be determined by that association President.
2. An Officer of WPCNA may not concurrently hold an elected or policy- making office in the City of White Plains, the County of Westchester, or the State of New York, or be a candidate for such office. This does not apply to civil service appointees.
3. Should an Office fall vacant, the President may appoint a replacement subject to
  - a) Paragraphs 1 and 2 above, and
  - b) Confirmation by the Delegates at the next meeting of the Membership.The replacement Officer shall serve until the next general election of Officers.

4. The President or Co-Presidents may not hold office for more than two consecutive one-year terms and may be re-elected for Executive Committee office after a hiatus of at least two years.
5. **Removal of Officers** - Any Officer may be removed from office, without assigning any cause, by a majority of the eligible Delegates, at a meeting called for that purpose. A new Officer(s) may be elected at the same meeting. A nominee will be appointed by the remaining Executive Committee members, and upon acceptance of such nomination, nominee shall serve out the remaining term of the Officer that they replaced.

## V. Composition and Responsibilities of the Board of Directors

1. The **Executive Committee** shall comprise, at a minimum, a President, a Vice-President, a Secretary and a Treasurer. At the discretion of the Delegates, two Co-Presidents and two Vice-Presidents may be elected. The duties of the Office of Secretary may be divided between a Recording Secretary and a Corresponding Secretary.
2. Officers shall assume office at the end of the Annual Meeting, or in the event of a postponement, at the end of the meeting where the annual vote takes place, and serve through December, or until new officers have been elected, notwithstanding Sect. IV. 4 of these bylaws.
3. The **President** is responsible for the day-to-day functioning of WPCNA and shall
  - a) Preside at meetings of the Membership and at meetings of the Executive Committee, and
  - b) Appoint members of any Standing or Ad-Hoc committees, with the approval of the remaining members of the Executive Committee, and
  - c) The President may perform other duties that may from time to time be authorized by the Delegates to further the purposes of the WPCNA.
4. The **Vice-President** shall preside over meetings of the Membership and the Executive Committee in the absence of the President and may be assigned other duties by the Executive Committee, including appointment to Standing and Ad-Hoc committees, as referred to in 3.b). Should the Office of President become vacant, the Vice-President shall assume the Office. If two Vice-Presidents are eligible, they then may become Co-Presidents.

5. The **Secretary** is responsible for taking minutes at meetings of the Membership and preparing them for adoption at the next meeting. Such duties devolve on the Recording Secretary if the responsibilities of the Office of Secretary are divided. The Secretary will also be responsible, with the approval of the Executive Committee, for preparing and distributing communications, publications, notices and bulletins. Such duties devolve on the Corresponding Secretary if the responsibilities of the office are divided.
6. The **Treasurer** is responsible for the orderly maintenance of WPCNA financial accounts, including deposit of funds received into the WPCNA bank account, payment of bills and reporting of the Association's financial position to the Delegates quarterly at General meetings and at such other times as determined by the Executive Committee. The Treasurer shall provide the full current bank statement to the President and Vice-Presidents on a quarterly basis on a schedule set forth by the President. The Treasurer will issue dues notices as necessary.
7. The Executive Committee shall set the dates, times and place of meetings and provide an agenda for each meeting. Meetings may be held remotely using videoconferencing and/or conference-calling as necessary. With the approval of the Delegates, the Executive Committee shall set the amount of dues required and dates of payment.

## VI. Standing Committees

1. Special Committees may be established by the Executive Committee.
2. Members and chairs of all WPCNA committees shall be assigned by the President with the advice and consent of the Executive Committee.
3. Annually, the Executive Committee shall establish a **Nominating Committee** which shall recruit individuals willing to stand for election for the following year. Members of the Nominating Committee shall be appointed no later than the October Regular meeting and serve until the election of officers is complete. Individuals other than those proposed by the Nominating Committee may be nominated by the Delegates from the floor (floor nominations) at the Election Meeting.
4. Members of the Nominating Committee may not nominate themselves for

Office, but may be nominated from the floor by Delegates at a meeting of the Membership.

5. The responsibility of the **Membership Committee** shall be to
  - a) Facilitate the inclusion of all neighborhood associations in WPCNA;
  - b) Review the applications of new neighborhood associations; and, at the direction of the Executive Committee,
  - c) Assist residents of the City in the formation of new neighborhood associations or the revival of inactive ones.
  - d) In the event a neighborhood association seeks admittance to WPCNA where a neighborhood association already exists in the same geographic neighborhood as defined by the City of White Plains, such new association would require a vote for admittance as stated in section VIII. 2. C) of these bylaws.

## **VII. Elections and Eligibility for Voting**

1. The election of WPCNA officers shall take place at the Annual Meeting held in December unless a different time has been specified by the Executive Committee and agreed to by a majority of the Voting Delegates. At such election each active association eligible to vote shall be entitled to vote once for each candidate for each open office. In the event that a co-ticket is created by the Membership Committee, then each association may cast a vote for the co-ticket for that office.
2. The Executive Committee shall consider an association to be "active" if it meets at least one of the following criteria:
  - a) The association can present evidence of having held at least one general membership meeting within the past two years;
  - b) The association can present evidence of a current bank account in the name of the association;
  - c) The association can present a list of names and addresses of its Officers and of active members of its community.
3. Once an association has established its active status it shall not be required to do so again unless the Executive Committee may reasonably conclude that its status has changed by virtue of failure
  - a) To attend meetings of the Membership for more than one year, or
  - b) To respond to repeated attempts to contact its Delegate or Officers.
4. An association shall be considered eligible to vote if it is an active member and

has paid its dues for the current year. Annual dues are payable by the January Regular meeting.

## **VIII. Quorum Requirements**

A quorum for conducting regular WPCNA business shall be one-third of the active associations eligible to vote except for the following activities:

1. For approval of the scheduling of Special meetings, a quorum shall consist of one-quarter of the active associations eligible to vote.
2. For the purpose of
  - a) Amending the By-Laws,
  - b) Electing officers,
  - c) Admitting new member associations (neighborhoods), or
  - d) Adopting resolutions,a quorum shall consist of a simple majority of the active associations eligible to vote.
3. Executive Committee meeting quorums shall consist of a simple majority of the committee members. Members may participate in person, by telephone or videoconference.

## **IX. Voting Requirements**

1. Proxy voting is permitted for all WPCNA purposes. A vote transmitted by mail, email or fax to the Secretary (or designated officer) shall be considered a proxy vote. The Executive Committee shall determine the validity of proxy votes.
2. A simple majority of the active associations eligible to vote and present in person or by proxy is required to elect officers, pass resolutions, admit new member associations, and create Standing committees.
3. A super majority (two-thirds) of the active associations eligible to vote and present in person or by proxy is needed to amend the By-Laws, after four-weeks written notice.

## X. Amending the By-Laws

The By-Laws may be amended by the following procedure:

1. The text of the proposed amendment(s) must be forwarded to all active associations at least four calendar weeks prior to the meeting in which the amendment(s) will be brought to a vote. The notice shall include a list of all associations currently active and eligible to vote. Notice of the meeting may be transmitted by mail, email or fax.
2. Notice of the vote must be included on the agenda of the meeting at which the vote is to be taken. Notice of the meeting and the text of the amendment(s) may be transmitted simultaneously.

## XI. Miscellaneous Governing Practices

1. WPCNA Officers and Delegates may not speak or act on behalf of WPCNA without its express authority.
2. When WPCNA Officers or Delegates of WPCNA publicly articulate positions that reflect the consensus of the Delegates, they must state the degree of unanimity.
3. **Parliamentary Authority:** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.