

**BY-LAWS OF PARK SLOPE CIVIC COUNCIL, INC.**

**Adopted June 2, 1995. Most recently amended June 5, 2014**

**Contents:**

- Article I — Name
- Article II — Purposes
- Article III — Membership
- Article IV — Officers
- Article V — Trustees
- Article VI — Nominations
- Article VII — Membership Meetings and Elections
- Article VIII — Committees
- Article IX — Funds and Disbursements
- Article X — Rules of Order
- Article XI — Amendments
- Article XII — Conflict of Interest

**Article I - Name**

**SECTION I.**

The name of the organization shall be the Park Slope Civic Council, Inc.

**Article II - Purposes**

**SECTION I.**

To promote the well-being and betterment of the Park Slope Community.

**SECTION II.**

To identify with members of the community the common problems of urban dwelling and to assist and aid members of the community in the solution of those problems.

**SECTION III.**

To promote a clean and safe environment in the Park Slope community.

**SECTION IV.**

To promote the beautification of the Park Slope community.

**SECTION V.**

To conduct forums and educational programs in support of all of the above purposes.

**SECTION VI.**

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article V of the Not For Profit Corporation Law.

## **Article III - Membership**

### **SECTION I.**

Any individual person of 18 years or more shall be eligible for full membership, designated as full member, in the organization with the right to vote, hold office or membership on the Board of Trustees, and all the rights and privileges of the organization.

### **SECTION II.**

All applications for membership, together with the annual dues, shall be directed to the Membership Secretary of the organization.

### **SECTION III.**

The annual dues for membership shall be payable in advance each year on the member's anniversary date in accordance with the membership categories and fee schedule as adopted from time to time by the Board of Trustees.

### **SECTION IV.**

Membership shall be effective upon receipt by the Membership Secretary of the application and the annual dues.

### **SECTION V.**

Any member whose annual dues remain unpaid three months after the member's anniversary date shall be deemed to be in default. Any member in default by the convening of the annual meeting shall be deemed in arrears and shall not, while in arrears, be eligible to hold office or membership on the Board of Trustees, or entitled to vote, or exercise any of the rights and privileges of the organization.

### **SECTION VI.**

Any member failing to pay dues for one year after the same shall become due and payable shall be deemed no longer a member.

### **SECTION VII.**

The Board of Trustees, by a vote of two-thirds of its full membership, may expel a member for conduct contrary to the interests or purposes of the organization. Expulsion shall be proposed by a petition stating reasons, signed by at least five trustees or twenty-five members, and submitted to the Corresponding and Recording Secretary. The Corresponding and Recording Secretary shall present the petition to the next meeting of the Board of Trustees and shall give the member at least one week's notice by registered mail of the time and place of such meeting, the charges against him, and his right to make a statement in person, or in writing, to such meeting. Should the Board of Trustees vote to expel a member, the member may appeal the decision at the next annual membership meeting of the organization held following the decision, provided that such member notifies the Corresponding and Recording Secretary or the President at least ten days prior to the meeting of his intent to appeal. If appealed, the decision of the Board of Trustees shall not be operative unless ratified by two-thirds of the voting members present and voting at the annual membership meeting.

## **Article IV - Officers**

### **SECTION I.**

The officers of the organization shall be full members who have been full members of the organization in good standing for at least 12 consecutive months prior to their election and shall consist of a President (defined as one person or two Co-Presidents), a First Vice President, a Second Vice President, a Treasurer, an Assistant Treasurer, a Corresponding and Recording Secretary and a Membership Secretary, and shall be elected as hereinafter provided.

### **SECTION II.**

The duties of the officers shall be determined and defined by the Board of Trustees and may change from time to time. The President shall chair the Executive Committee and be an *ex officio* member of all other committees.

### **SECTION III.**

Officer terms shall be for two years or until the election or appointment of their successors.

### **SECTION IV.**

The Board of Trustees, by a vote of two-thirds of its full membership, may suspend an officer's authority to act with cause. The Board of Trustees shall notify the membership, via postal or electronic mail, of the suspension of the officer's authority and such notification may be made in the Civic News. If necessary, the Board of Trustees shall reassign the duties of the officer who has been suspended pending the annual membership meeting and the election of officers held in connection therewith.

Suspension shall be proposed by a petition stating reasons, signed by at least five trustees or twenty-five, members, and submitted to the Corresponding and Recording Secretary. The Corresponding and Recording Secretary shall present the petition to the next meeting of the Board of Trustees and shall give the officer at least one week's notice by registered mail of the time and place of such meeting, the charges against him, and his right to make a statement in person, or in writing, to such meeting. Should the Board of Trustees vote to suspend an officer, the officer may appeal the decision at the next annual membership meeting of the organization held following the decision, provided that such officer notifies the Corresponding and Recording Secretary or the President of his intent to appeal. If appealed, the decision of the Board of Trustees shall not be operative unless ratified by two-thirds of the voting members present and voting at the annual membership meeting.

### **SECTION V.**

Together, the Officers of the organization shall constitute the Executive Committee. The Executive Committee shall meet before each Trustees' meeting to set the agenda for the Trustees' meeting and to discuss other matters deemed to be appropriate. When in the opinion of the President, there is business that cannot await the next scheduled meeting of the Board of Trustees and that is not an appropriate subject for calling an extra meeting of the Board of Trustees, the President may convene the Executive Committee. The Executive Committee shall first consider ratifying the President's decision to convene the Committee. Following such ratification, the Executive Committee shall have the powers of the Board of Trustees regarding the subject brought before it by the President, except as may be otherwise provided by law.

A majority of the Executive Committee shall constitute a quorum, and the committee shall act by a majority of its members present and voting.

The Executive Committee shall report fully to the next meeting of the Board of Trustees. Any action taken by the Executive Committee must be ratified by the Board of Trustees.

## **Article V - Trustees**

### **SECTION I.**

The organization shall be governed by a Board of Trustees, consisting of between 24 and 30 full members who have been full members of the organization in good standing for at least 12 consecutive months prior to their election, and who shall be elected as hereinafter provided. Individuals with clear conflicts of interest that cannot be resolved through recusal, such as elected officials or employees of elected officials, may not serve as trustees.

### **SECTION II.**

The Board of Trustees shall consist of the officers of the organization, and such additional full members such that the full Board numbers between 24 and 30 members.

### **SECTION III.**

Meetings of the Board of Trustees shall be held at any time on the written call of the President, or any six members of the Board of Trustees. There shall be, however, at least 10 meetings of the Board of Trustees during each year. Notice of such meetings is to be given in a reasonable manner and may be given in the Civic News.

### **SECTION IV.**

At all meetings of the Board of Trustees, the presence in person of at least one-third of the members of the Board of Trustees shall be necessary to constitute a quorum. At all such meetings each trustee in good standing shall be entitled to cast one vote on each matter before the Board.

#### **SECTION V.**

The Board of Trustees shall carry out the object and purposes of the organization subject to the Certificate of Incorporation and Bylaws. It shall have the power as defined in Article III, Section VII to expel a member; as defined in Article IV, Section IV to suspend an officer from office and reassign the officer's duties, as necessary; to fill until the next succeeding election vacancies in any office or in the membership of the Board of Trustees; to make and amend rules for the administration of the organization and its meetings; and in general to manage the affairs and property of the organization when not otherwise provided for herein.

#### **SECTION VI.**

A. A Code of Conduct, appended hereto, shall govern appropriate performance and participation by individual trustees. This Code may be amended by a majority vote of those present at a Board meeting.

B. Upon the recommendation of the Committee on Trustees, the Board of Trustees by a majority vote of those present at a Board meeting may declare vacant the office of any trustee who shall not comport with the Code of Conduct.

#### **SECTION VII.**

Except as provided in the preceding Section, the procedure for removal of a member of the Board of Trustees shall be in accordance with the procedure for expulsion of a member as set forth in Article III, Section VII.

#### **SECTION VIII.**

The trustees shall be divided into classes based on initial year of service. Each class shall be elected at the annual meeting to a three-year term, according to the provisions set out in Article VII. A plurality of the votes cast shall elect. Those trustees who have completed three years on the board shall be eligible to serve for an additional two consecutive three-year terms.

#### **SECTION IX.**

Each trustee shall be limited to serving nine consecutive years. Any trustee who has served three consecutive terms shall be required to step down from the Board for no less than one year before becoming eligible for renomination as a trustee.

#### **SECTION X.**

In the event a trustee resigns or otherwise vacates his or her position prior to the end of his or her three-year term, the Committee on Trustees may nominate a new trustee to fill the vacancy. Such new trustee shall be elected at the Annual Meeting according to the rules herein provided and will then serve out the remainder of the term of the trustee he or she is replacing (e.g., one or two years). The new trustee's three consecutive three-year terms shall be deemed to begin when he or she is elected at the annual membership meeting for his or her first full three-year term.

### **Article VI - Nominations**

#### **SECTION I.**

The Committee on Trustees shall consist of five full members appointed by the President. The Committee on Trustees shall nominate candidates for the Board of Trustees and all offices to be filled at the annual meeting. The candidates nominated shall be full members of the organization who are in good standing on the date of the Committee on Trustees' selection and who will have been full members in good standing for at least 12 consecutive months immediately prior to the annual meeting.

The members of the Committee on Trustees shall be announced in writing to the membership. By April 5th of each year there shall be forwarded to the members, either by written notice or in the Civic News, the names of the persons nominated, the total number of positions to be filled and the procedures that must be followed to nominate other persons by petition.

The names of any persons nominated by petition in writing by 15 or more of the members eligible to vote, and filed with the Corresponding and Recording Secretary not later than 25 days after the date of forwarding of the notice aforesaid, shall be placed upon the ballot in addition to the names of the persons nominated by the Committee on Trustees.

The membership shall be notified in one list published at least 10 days prior to the annual meeting of the names of all persons nominated, if the names differ from those originally published to the members.

#### **SECTION II.**

The current membership list shall be made available, as required by law, to any member in good standing.

### **Article VII - Membership Meetings and Elections**

#### **SECTION I.**

The annual membership meeting for the election of Trustees and Officers shall be held in June at such time and in such place as shall be determined by the Board of Trustees.

Special membership meetings shall be held at any time on written call of the President or upon any request made in writing by ten percent of the full members in good standing. Such request shall state the date and purpose of the proposed membership meeting. The date of the meeting shall be not less than two or more than three months from the date of such written demand. Only matters directly related to the stated purpose of the meeting will be in order at such meeting.

#### **SECTION II.**

The Corresponding and Recording Secretary shall give notice of the special membership meeting in writing to all members. Such notice shall be sent by postal or electronic mail at least 10 days before the scheduled meeting.

#### **SECTION III.**

The Corresponding and Recording Secretary shall give notice of each annual membership meeting by mail at least 30 days but not more than 60 days before the meeting to each member of the organization in good standing. Such notice may be given in the Civic News.

#### **SECTION IV.**

At a regular or special membership meeting, only full members in good standing, shall be allowed to vote in person. The use of proxies is expressly prohibited. Voting at the annual meeting for the election of officers and trustees shall be done by voice vote unless a majority of those members present request election by ballot.

#### **SECTION V.**

At all regular and special membership meetings, the presence in person of at least 100 full members in good standing or ten percent of the full members in good standing, whichever is less, shall be necessary to constitute a quorum. At all such meetings, each full member in good standing shall be entitled to cast one vote on each matter before the organization.

#### **SECTION VI.**

All members voting at the annual meeting for the election of officers and trustees shall, prior to voting, sign a voters list. This list, together with the written ballots cast at the meeting, if any, shall be preserved by the Corresponding and Recording Secretary at least until the adjournment of the next annual membership meeting. The list and ballots shall be made available during the time they are preserved on request on a reasonable basis to any full member of the organization for inspection and copying.

#### **SECTION VII.**

The Corresponding and Recording Secretary shall give notice of the results of the election of officers and trustees to all members in good standing in the first issue of the Civic News following the annual meeting.

#### **SECTION VIII.**

At every Board and membership meeting, the Corresponding and Recording Secretary shall have available at least one copy of the current Bylaws and copies of the previous year's minutes for use by members present.

## **Article VIII - Committees**

### **SECTION I.**

The Finance and Membership Committees, chaired respectively by the Treasurer and Membership Secretary, shall constitute the standing committees of the organization.

### **SECTION II.**

Additional committees may be designated by the President with the advice and consent of the Board of Trustees. Committee chairpersons may be designated by the President with the advice and consent of the Executive Committee.

### **SECTION III.**

Committees shall perform such duties as shall be delegated to them by the President or Board of Trustees and shall report their activities at the meetings of the Board of Trustees and of the membership whenever requested to do so.

### **SECTION IV.**

Members or their authorized representatives shall be eligible for appointment to committees

## **Article IX - Funds and Disbursements**

### **SECTION I.**

All funds of the organization shall be deposited in a account in such financial institutions as from time to time may be designated by the Board of Trustees upon the recommendation of the treasurer.

### **SECTION II.**

All bills payable, notes, checks, drafts, warrants, electronic payments or other negotiable instruments of the organization shall be made in its name and shall be signed by at least two of the officers. The Board of Trustees shall determine the requirements for approval of expenditures.

### **SECTION III.**

The fiscal year of the organization shall run from July 1 to June 30.

### **SECTION IV.**

At the March meeting of the Board of Trustees the Treasurer shall submit a proposed budget for the fiscal year. This proposed budget shall include such specific allocations for given purposes as the trustees shall approve.

An annual budget for communication and publications shall be included in the proposed budget.

Upon adoption of the budget by the trustees, officers or committees receiving specific allocations shall be entitled to receive the approved sums regularly without further authorization. Each officer or committee chairman receiving these sums shall keep an account and present it monthly to the Treasurer. This accounting shall be part of the Treasurer's report.

### **SECTION V.**

No expenditure of an unbudgeted sum for additional expenses in excess of \$1,000 shall be made unless authorized by a majority of the Board members present at a trustees meeting. Any such expenditure shall be reported at the next regular trustees meeting.

## **Article X - Rules of Order**

### **SECTION I.**

In all questions of order, Robert's Rules of Order shall determine and govern.

## **Article XI - Amendments**

### **SECTION I.**

Amendments may be proposed by any full member of the organization who shall submit the same in writing to the Corresponding and Recording Secretary. All proposed amendments shall be referred by the Secretary to the Board of Trustees. Upon the approval of a majority of the trustees present at a meeting called for the purpose of considering the proposed amendment, it shall be submitted to the general membership at the Annual Membership Meeting or at a special membership meeting after notice of the substance of same has been given in writing to the members.

### **SECTION II.**

These Bylaws may be modified, altered, or amended by a two-thirds vote of the full members in good standing present and voting at a membership meeting.

## **Article XII - Conflict of Interest**

### **SECTION I.**

Trustees shall abstain from voting on any issue that relates to a corporation, business or other entity in which the trustee has a vested interest. Being an employee, an officer or a member of the Board of any organization/business shall be deemed to be sufficient vested interest to require the Trustee to recuse himself or herself and to so state before the vote so the recusal may be recorded in the minutes.

### **SECTION II.**

Conflicts that cannot be resolved by recusal from selected votes must be resolved by the resignation of the trustee.

## **Code of Conduct for Trustees of the Park Slope Civic Council**

### **Park Slope Civic Council Trustees will:**

1. Support the mission of the Park Slope Civic Council.
2. Respect the opinions of fellow trustees and the decisions of the board as a whole.
3. Be prepared for and participate in board meetings. A Trustee will be subject to removal for cause if he/she has three consecutive unexcused absences within any 12-month period or any combination of four excused or unexcused absences during any 12-month period.
4. Take a leadership role in committees and events sponsored by the Park Slope Civic Council. A Trustee is required to serve on at least one committee and to participate regularly in the activities of the committees on which he/she serves. A Trustee is also required to assist during any 12-month period in at least two eligible PSCC-sponsored events, or at the prior approval of the Executive Committee, to regularly attend formal community meetings and to report on the proceedings of the community meeting at the subsequent Trustee meetings.
5. Be familiar with *Robert's Rules of Order* and follow the Rules in meetings of the board.
6. Make a commitment to ensure that the Civic Council is well-managed, financially secure, growing and always operating in the best interests of the Park Slope community.
7. Refrain from using the Civic Council for personal gain.
8. Maintain confidentiality of any proceedings that take place in executive session.

9. Disclose any conflicts of interest in accordance with the Conflict of Interest Policy and abstain from voting when appropriate.

10. Be familiar with and follow the by-laws of the Park Slope Civic Council.

11. Refrain from any public statements purporting to represent the Civic Council, unless specifically authorized to do so by the presidents or by a decision of the entire board.