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**BYLAWS OF THE PARK SLOPE CIVIC COUNCIL, INC.**

**Adopted June 2, 1995
Most recently amended May 5, 2016**

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Table of Contents

Page

[1. Name 1](#_Toc434917297)

[2. Purposes 1](#_Toc434917298)

[3. Membership 1](#_Toc434917299)

[4. Officers 2](#_Toc434917300)

[5. Trustees 3](#_Toc434917301)

[6. Nominations to the Board of Trustees. 5](#_Toc434917302)

[7. Membership Meetings and Elections 6](#_Toc434917303)

[8. Committees 7](#_Toc434917304)

[9. Fiscal Year—Funds and Disbursements 7](#_Toc434917305)

[10. Rules of Order 8](#_Toc434917306)

[11. Amendments to the Bylaws. 8](#_Toc434917307)

[12. Conflict of Interest 8](#_Toc434917308)

[13. Indemnification 9](#_Toc434917309)

# Name

 The name of the organization shall be the Park Slope Civic Council, Inc. (referred to as “the Council” or “PSCC”).

# Purposes

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

## 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.

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

## To promote the beautification of the Park Slope community.

## To conduct forums and educational programs in support of the foregoing purposes.

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

# Membership

## **Eligibility.** Any individual 18 years of age or more shall be eligible for full membership in the Council with all the rights and privileges afforded to members under these bylaws. As referenced in these bylaws, “member” means a member of the Council in good standing.

## **Membership Applications.** All applications for membership, together with the annual dues, shall be directed to the PSCC’s Membership Secretary. An individual’s membership in the PSCC shall commence upon receipt of that individual’s application and the payment of all applicable dues.

## **Annual Dues.** Each member’s annual dues shall be due on that member’s anniversary date in accordance with PSCC’s then-existing membership categories and fee schedule.

## **Membership List.** The current membership list shall be made available, as required by law, to any member.

## **Membership Default.** Any member whose annual dues remain unpaid three months after that member’s anniversary date shall be deemed in default and no longer in good standing. Any member in default by the time of the Annual Meeting shall *not* be eligible to vote, hold office or serve on the Board of Trustees.

## **Membership Termination.** Any member who fails to pay dues for one year after that member’s anniversary date shall no longer be a member.

## **Expulsion.** 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 Council. All votes shall be in person; the use of proxies is expressly prohibited. Expulsion shall be proposed by a written petition stating the 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 that member at least one week’s notice by registered mail of the time and place of such meeting, the allegations made against him/her, and his/her right to make a statement in person, or in writing, at such meeting.

# Officers

## **Eligibility and Officers.** Officers shall be members in good standing for at least twelve consecutive months before their election and shall consist of: (1) a President (defined as one person or two Co-Presidents); (2) a First Vice President; (3) a Second Vice President; (4) a Treasurer; (5) an Assistant Treasurer; (6) a Corresponding and Recording Secretary; and (7) a Membership Secretary. Each officer shall be elected as set forth below. In the event two Co-Presidents are elected and installed as Officers, it shall not be necessary to elect a Second Vice President.

## **Executive Committee.** Together, the Officers of the Council shall constitute the Executive Committee. The President shall chair the Executive Committee and be an ex officio member of all other PSCC committees. 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.

## **Officers’ Duties.** The Board of Trustees shall define and determine the Officers’ duties, and may change those duties from time to time.

##  **Election and Term.** Each Officer shall be elected by a majority of votes cast at the Annual Meeting. Officers’ terms shall be three years or until the election or appointment of their successors. All votes shall be in person; the use of proxies is expressly prohibited.

## **Suspension.** The Board of Trustees, by a vote of two-thirds of its membership, may suspend, with cause, an Officer’s authority to act. All votes shall be in person; the use of proxies is expressly prohibited. The Board of Trustees shall notify the PSCC membership, via postal or electronic mail, of the suspension of that Officer’s authority, and that Officer’s suspension may be published on the PSCC website and in the Civic News. If necessary, the Board of Trustees shall reassign the suspended Officer’s duties pending PSCC’s Annual Meeting and the election of Officers held at that meeting.

 The procedure for suspending an Officer’s authority is as follows: At least five Trustees or twenty-five members must submit to the Corresponding and Recording Secretary a written, signed petition stating the reasons for suspension. 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 reasons for suspension asserted against him/her, and his/her right to make a statement in person at, or in writing to, such meeting.

 Should the Board of Trustees vote to suspend an Officer, the Officer may, during his/her suspension, appeal the decision at the next Annual Meeting held following the decision, provided that such Officer notifies the Corresponding and Recording Secretary or the President of his/her intent to appeal. On appeal, unless two-thirds of the members present and voting at the Annual Meeting decide to reverse the Board of Trustees’ decision to suspend the Officer, the Officer’s suspension shall remain in effect. All votes shall be in person; the use of proxies is expressly prohibited.

## **Special Meetings and Actions of the Executive Committee.** When in the President’s opinion, there is business that cannot await the next scheduled Board of Trustees meeting or when matters of a confidential nature must be discussed, including without limitation, confidential personnel matters, the President may convene the Executive Committee for an executive-session special meeting. First, the Executive Committee shall vote on whether or not to ratify the President’s decision to convene the Executive Committee for a special meeting. Second, following such ratification by majority vote, the Executive Committee shall have the powers of the Board of Trustees regarding the subject(s) the President brought before it.

 A majority of the Executive Committee shall constitute a quorum, and the Committee shall act by a majority of its members present and voting. All votes shall be in person; the use of proxies is expressly prohibited.

 The Executive Committee shall report fully any actions it has taken to the Board at the next Board of Trustees meeting, and the Board of Trustees must vote to ratify, reverse or otherwise modify those actions by majority vote. All votes shall be in person; the use of proxies is expressly prohibited.

# Trustees

## **Eligibility.** A Board of Trustees shall govern the Council, and shall comprise, among other Board members, all Officers. The Board of Trustees shall consist of between twenty-four and thirty members who have been members in good standing for at least three consecutive months immediately before their election, and who shall be elected as specified below. 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.

## **Board Meetings.** The Board of Trustees shall meet whenever the President or six members of the Board of Trustees call for a meeting. There shall be, however, at least ten meetings of the Board of Trustees during each year. Notice of those meetings is to be given in a reasonable manner and may be given on the PSCC website and in the Civic News.

## **Quorum.** At all Board of Trustees meetings, 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 shall be entitled to cast one vote on each matter before the Board. All votes shall be in person; the use of proxies is expressly prohibited.

## **Duties and Powers.** The Board of Trustees shall carry out the object and purposes of the Council as set forth above. Among the powers mentioned above to expel a member, and suspend an Officer’s authority and reassign his/her duties, the Board of Trustees shall also have the power 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 in these Bylaws.

## **Code of Conduct.** A Code of Conduct, appended to these Bylaws, shall govern each individual Trustee’s appropriate performance and participation in the Council. The Board of Trustees may amend the Code of Conduct upon a majority vote of the Trustees present at a Board meeting. All votes shall be in person; the use of proxies is expressly prohibited.

 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. All votes shall be in person; the use of proxies is expressly prohibited.

## **Expulsion and Termination.** 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 Section 4.5 above.

## **Trustee Classes, Elections and Term.** Trustees shall be divided into classes based on their initial year of service. Each new class shall be elected by a majority of the votes cast at the Annual Meeting to a three-year term. All votes shall be in person; the use of proxies is expressly prohibited. Any Trustee who has completed his/her three-year term shall automatically be eligible to serve for an additional two consecutive three-year terms.

## **Term Limits.** 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 re-nomination as a Trustee. In the event a Trustee’s term limit is reached before that Trustee’s term limit as an Officer, the Trustee shall be entitled to serve the remainder of his/her Officer term.

## **Resignation.** In the event a Trustee resigns or otherwise vacates his/her position before the end of their three-year term, the Committee on Trustees may recommend to the Executive Committee a new Trustee to fill the vacancy. Such new interim Trustee shall be elected by a majority vote of the Board of Trustees, and shall fill the vacated seat with full voting privileges until the following Annual Meeting. All votes shall be in person; the use of proxies is expressly prohibited. If, at the following Annual Meeting, the interim trustee wishes to serve as a full Trustee, the three consecutive three-year terms shall begin when he/she is elected at the Annual Meeting for his/her first full three-year term.

# Nominations to the board of trustees.

## **Nominations to the Board of Trustees.** The President shall appoint five Trustees or members to the Committee on Trustees, and shall announce those appointments to the membership. The Committee on Trustees shall nominate candidates for the Board of Trustees to be voted on at the Annual Meeting.

 On or before the April meeting of the Board of Trustees, the Committee on Trustees shall announce to the Board, either by written notice or by electronic mail, the total number of positions on the Board of Trustees to be filled, and the names of the persons nominated.

## **Self-Nominees.** Members can nominate themselves to the Board of Trustees by completing an Application to the Board of Trustees and submitting that application by email to the designated address by the then-applicable due date. The Committee on Trustees shall the review the application materials and, at its discretion, invite the self-nominee for a meeting with the Committee on Trustees to discuss that self-nominee’s application, and thereafter, provide the Executive Committee with its report and recommendation as to which self-nominee should be placed on the ballot of persons nominated.

## **Petition Nominees.** Members can also be nominated to the Board of Trustees by written petition signed by fifteen or more members (“Petition Nominees”). The petition shall be filed with the Corresponding and Recording Secretary no later than April 1st of each year, and the names of the Petition Nominees shall be placed on the ballot in addition to the nominees by the Committee on Trustees.

## **Board Ratification of Trustee Nominees**. At the May Board meeting, the Board of Trustees shall vote on whether or not to ratify its approval of the ballot of trustee nominees. Each nominee shall be voted on individually, and the Board’s ratification of each nominee shall be made by a majorityvote. All votes shall be in person; the use of proxies is expressly prohibited.

# Membership Meetings and Elections

## **Annual Meeting.** The Annual Meeting for the election of Trustees and Officers shall be held in June at such time and place as the Board of Trustees sees fit (“the Annual Meeting”). The Corresponding and Recording Secretary shall give written notice on the PSCC web site and in the Civic News of each Annual Meeting at least thirty days, but not more than sixty days before the meeting to each member of the Council.

## **Special Meetings.** Special membership meetings may be held at any time on the President’s written notice on the PSCC website or in the Civic News or upon any signed written request by ten percent of the PSCC members in good standing. The date of any special membership meeting shall be not less than two or more than three months from the date of such written demand. Thereafter, the Corresponding and Recording Secretary shall give notice of the special membership meeting in writing to all members by postal or electronic mail at least ten days before the scheduled meeting. All notices of special membership meetings shall state the date and purpose of the proposed membership meeting. Only matters directly related to the stated purpose of the special meeting shall be in order at such meeting.

## **Voting.** At any regular or special membership meeting, only members in good standing shall be allowed to vote, and all votes shall be 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 written ballot.

## **Voting Records.** All members voting at the Annual Meeting for the election of Officers and Trustees shall sign a voters’ attendance list before voting. The Corresponding and Recording Secretary shall preserve this attendance list, together with the written ballots cast at the meeting (if applicable), until adjournment of the next Annual Meeting. The attendance list and written ballots shall be available for inspection and copying upon the reasonable request by any member.

## **Election Results and Reporting.** The Corresponding and Recording Secretary shall give notice of the results of the election of Officers and Trustees to all members promptly on the PSCC website and in the first issue of the Civic News following the Annual Meeting.

## **Copies of Bylaws.** 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 the members present.

# Committees

## **Standing Committees.** The Finance and Membership Committees, chaired respectively by the Treasurer and Membership Secretary, and the Committee on Trustees shall constitute the standing committees of the PSCC.

## **Additional Committees.** The President may create additional committees with the Board of Trustees’ advice and consent. The President may designate committee chairpersons with the Executive Committee’s advice and consent.

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

## **Eligibility.** Members shall be eligible for appointment to committees.

# FISCAL YEAR—Funds and Disbursements

## **Fiscal Year.** The fiscal year of the organization shall run from July 1 to June 30.

## **Bank Accounts.** All funds of the PSCC shall be deposited in an account in such financial institution as from time to time the Board of Trustees shall designate upon the Treasurer’s recommendation.

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

## **Annual Budget.** At the March meeting of the Board of Trustees, the Treasurer shall submit a proposed budget for the upcoming fiscal year. This proposed budget shall include specific allocations for given purposes as the Trustees shall approve. The proposed budget shall include an annual budget for communication and publications.

 The annual budget shall be approved upon a majority vote of the Trustees at the April meeting of the Board of Trustees and the adopted budget will be presented to the full membership at the Annual Meeting. Upon the Trustees’ adoption of the budget, Officers or committees receiving specific allocations shall be entitled to receive the approved sums regularly without further authorization. Each Officer or committee chairman receiving those sums shall keep an account and present it monthly to the Treasurer. This accounting shall be part of the Treasurer’s report.

## **Treasurer’s Report.** At the Annual Meeting, the Treasurer shall present a written report detailing the Council’s then-current financial standing, including an accounting for all sums expended and received, account balances, costs and any other information that is material to the Council’s financial standing.

## **Treasurer Audit.** At any time, upon thirty days written notice to the Treasurer, the Finance Committee shall have the right to audit the Treasurer’s books and records, and report the results of such audit at the next regular Board meeting.

## **Unbudgeted Items.** No expenditure of an unbudgeted sum for additional expenses in excess of $250 shall be made unless authorized by a majority of the Trustees present at a Board meeting. Any such expenditure shall be reported at the next regular Board meeting.

# Rules of Order

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

# Amendments to the bylaws.

## **Procedure for Amendments.** Any member may propose amendments to these Bylaws and shall submit them in writing to the Corresponding and Recording Secretary, who shall in turn, refer them 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 Meeting or at a special membership meeting after notice of the substance of same has been given in writing to the members.

## **Voting Requirement.** These Bylaws may be modified, altered, or amended by a two-thirds vote of the members in good standing present and voting at a membership meeting. All votes shall be in person; the use of proxies is expressly prohibited.

# Conflict of Interest

## **Abstention and Recusal.** 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/herself and to so state before the vote so the recusal may be recorded in the minutes.

## **Forced Resignation.** Conflicts that cannot be resolved by recusal from selected votes must be resolved by the resignation of the Trustee.

# indemnification

## **No Liability.** Except as otherwise provided by law, no Trustee or Officer of the Council shall be liable to any person or entity based solely on that Trustee’s or Officer’s conduct in the execution of their office unless that conduct constituted gross negligence or was intended to cause the resulting harm.

## **Right to Indemnification.** The Council shall hold harmless and indemnify to the fullest extent authorized by applicable law each person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (“proceeding”) by reason of the fact that he/she, or a person of whom he/she is the legal representative, is or was serving at the Council’s request as a Trustee, Officer, employee or agent of the Council or is or was serving at the Council’s request as a Trustee, Officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise (“indemnified person”). The indemnified person shall be indemnified when the basis of the proceeding is an alleged action in the indemnified person’s official capacity as a Trustee, Officer, employee, or agent or in any other capacity while serving as a Trustee, Officer, employee or agent. Each indemnified person shall be indemnified against all damages, costs, expenses, assessments, liability, and loss, including attorneys’ fees and expenses, judgments, fines, penalties, and amounts to be paid in settlement. Indemnification will include any interest, assessments, or other charges, and any federal, state, local or foreign taxes imposed as a result of the actual or deemed receipt of any payments under this article, together with all costs incurred in connection with preparation, investigation, defending, or participating in the proceeding or appeal. If the applicable law is amended or interpreted so as to permit the Council to provide broader indemnification rights to an indemnified person than were permitted prior to the amendment or interpretation then the Council’s indemnification obligation to an indemnified person shall be broadened accordingly. The right to indemnification conferred in this section shall be a contract right.

## **Exception to Indemnity.** The PSCC shall not indemnify any Trustee, Officer, employee or agent if a judgment or other adjudication adverse to such person establishes that his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the adjudicated claim, or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled.

## **Authority to Insure.** The PSCC shall, to the full extent permitted by law, purchase and maintain insurance to indemnify its Trustees, Officers, employees and agents and to indemnify the PSCC for any obligation that it incurs as a result of indemnification of such persons.

## **Provisions Nonexclusive.** The rights conferred on any person by this article shall not be exclusive of any other rights that such person may have or acquire under any statute, agreement, or vote of the members or disinterested Trustees, both as to action in an official capacity and as to action in another capacity while holding a position with the Council.

## **Survival of Indemnification Rights.** The rights provided by this article shall continue to a person who has ceased to be a Trustee, Officer, employee or agent of the PSCC and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **Settlement of Claims.** The PSCC shall not be liable to indemnify any person under this article either (a) for any amounts paid in settlement of any action or claim effected without the PSCC’s written consent, which shall not be unreasonably withheld; or (b) for any judicial award if the PSCC was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

## **Effect of Amendment.** Any amendment, repeal, or modification of this article shall not adversely affect any right or protection of any Trustee, Officer, employee or agent existing at the time of such amendment, repeal, or modification.

## **Subrogation.** In the event of payment by the PSCC under this article, the PSCC shall be subrogated to the extent of such payment to all of the rights of recovery of such person to whom payment is made. That person shall execute all papers required and shall do everything that may be necessary to secure such rights, including the executions of documents necessary to enable the PSCC to bring suit to enforce such rights.

## **No Duplication of Payments.** The PSCC shall not be liable under this article to make any payment in connection with any claim made against that Trustee, Officer, employee or agent to the extent that person has otherwise actually received payment of the amount otherwise indemnifiable.

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

Park Slope Civic Council Trustees shall:

1. Support the purposes and mission of the 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 twelve-month period or any combination of four excused or unexcused absences during any twelve-month period.

4. Take a leadership role in committees and events sponsored by the 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 twelve-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 (e.g. CBG) and report on the proceedings of that community meeting at the subsequent Board meetings.

5. Be familiar with Robert’s Rules of Order and follow those Rules in Board meetings.

6. Make a commitment to ensure that the Council is well-managed, financially secure, growing and always operating in the best interests of the Park Slope community.

7. Refrain from using the 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 proceed with abstention, recusal or resignation when required.

10. Be familiar with and follow the Bylaws of the Council.

11. Refrain from any public statements purporting to represent the Council, unless the President of the Board authorizes such public statements.