

Article I. NAME

Section 1.01 The name of this organization is **Rogers Orchard Neighborhood Association**. It is an unincorporated Association located in Irondequoit, New York.

Article II. BOUNDARIES

Section 2.01 The Boundaries of Rogers Orchard Neighborhood Association are:

- (a) Portions of the Eastern side of St. Paul Boulevard to the West, and
 - (b) Portions of the Southern side of Titus Avenue to the North, and
 - (c) The Eastern portion runs behind Irondequoit Plaza and adjacent to Joshua Park, and
 - (d) The Southern portion is the comprised of the entirety of all residences on Rogers Parkway.
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Article III. PURPOSE

Section 3.01 The Mission Statement of the Association is: *Communicating and Connecting Streets, Neighbors and Community.*

- (a) The purpose of Rogers Orchard Neighborhood Association is as follows:
 - (i) *Plan for the future of the neighborhood as well as protect, promote and improve its current assets.*
 - (ii) *This will be accomplished through connecting neighbors, encouraging home ownership, and facilitating conversation between the residents of the neighborhood and the town.*
 - (b) To achieve these goals, Rogers Orchard Neighborhood Association will:
 - (i) *Assist residents to advocate for and receive high quality services from the local government and public institutions.*
 - (ii) *This will be accomplished by furthering relationships with local organizations and groups, providing a venue for moderated discussion, and through the organization of activities and initiatives in the neighborhood.*
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Section 3.02 This organization is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Therefore, no money raised or earned by the Rogers Orchard Neighborhood Association may be distributed to its members or officers except for reasonable compensation for services rendered or to make payments in the furtherance of the purpose of the organization. The Association will seek to formally gain recognition as a charitable organization at the earliest achievable point in time.

Section 3.03 No substantial part of the activities of Rogers Orchard Neighborhood Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The association shall not intervene in any political campaigns on behalf of, or in opposition to any candidates for public office.

Section 3.04 Rogers Orchard Neighborhood Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV. BYLAWS

Section 4.01 Bylaws shall be established, as set forth below, for the purpose of governing the operations and administration.

Section 4.02 Bylaws' Amendments shall be adopted by an affirmative two-thirds vote of those present at a regularly constituted meeting of the Board of Directors.

Section 4.03 Membership (individual or organizational) qualifications, requirement for admission, dues, and meeting criteria, as well as conditions pertaining to termination of the same shall be specified in the Bylaws.

Article V. BOARD OF DIRECTORS & OFFICERS

Section 5.01 A Board of Directors shall be the governing body, consisting of elected officers, voted upon in an annual meeting of the association membership.

Section 5.02 Officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer, and shall have responsibilities as prescribed in the Bylaws. Up to three Board Members at-large may also hold positions if interest exists. All officers shall have two year terms, with the exception of the founding year in which the President, Secretary, and an at-large member to be designated shall hold one year terms to prevent the entire board from being vacated in any one year.

Section 5.03 A quorum of the Board shall be at least three (3) elected officers. Decisions will be by a majority unless otherwise specified in these documents.

Section 5.04 Each year, officers will be appointed by the board to specific positions during the first board meeting following elections.

Article VI. AMENDMENTS

Section 6.01 Amendments to the Constitution may be proposed by the Board or by general petition from association members.

Section 6.02 Amendments shall be adopted by an affirmative two-thirds vote of those present at a regularly constituted general or annual meeting of the association.

Article I. MEMBERSHIP AND DUES

- Section 1.01 Membership on individual basis shall be open to all adults who have legal, permanent residence or hold title to property within the boundaries of the association. Individuals may maintain membership by keeping their contact information updated and on file with the association.
- Section 1.02 Membership on an organizational basis shall be open to all associations, corporations, partnerships, or other organizations, whether or not organized for profit, within the boundaries of the association and which have an interest in promoting the objectives and purposes of Rogers Orchard.
- Section 1.03 The Board shall make the final decision as to the eligibility of Individuals and Organizations applying for membership.
- Section 1.04 There are no annual dues required for Individuals or Organizations, nor any regulations that may be imposed upon members or any properties within the boundaries of the association.
- Section 1.05 The fiscal year shall run from January 1st of a given year through December 31st of the same year for the purpose of maintaining any funds earned from donations or fundraising.
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Article II. MEETINGS

- Section 2.01 All meetings are open to the public. The President shall preside or, in the President's absence, the next highest ranking Officer present. Any measures requiring a vote may be subject to verification of membership.
- Section 2.02 An Annual Meeting of the Membership shall be once every twelve months to elect Officers, receive reports, and perform other functions that are required by law or specified in the Constitution and Bylaws. Regular or special Member Meetings shall take place no less than once every three months.
- Section 2.03 Ten (10) Members shall constitute a quorum for any Member Meeting of the Association.
- Section 2.04 The board of directors shall make all efforts to meet on a consistent, monthly basis.
- Section 2.05 Meeting dates, times, and locations shall be posted publicly no less than seven days prior to any meeting.
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Article III. ELECTION OF OFFICERS

- Section 3.01 Officers are elected annually, in advance of the expiration of officer's terms in that same year.
- Section 3.02 If no more than one (1) candidate is nominated for each vacancy, election of the Officers may be elected by simple voice vote at the Annual Meeting. If the vacancies are contested, ballots shall be given to all members present at the Annual Meeting. The candidates receiving the largest quantity of votes will be given positions on the board.
- Section 3.03 At the board meeting following the election, the remaining sitting board members will vote the new members into positions based on the best interest of the organization and the desires of the candidates.
- Section 3.04 Officers may resign at any time or may be removed by a two-thirds majority vote of other board members. The vacated position will be refilled by appointment of the Board as determined by a majority vote of the board. The appointed party will fill the office until the next general election during at which time the seat will be reopened for the general election process.
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Article IV. DUTIES OF OFFICERS

Section 4.01 New Officers shall assume the duties of their offices at the earliest available time following election.

Section 4.02 The President shall preside at all meetings of the Members and Board of Directors. The President prepares the agendas for all meetings and acts as the spokesperson for the organization or appoints others to do that in specific instances. The President oversees the division of responsibilities among Officers. The President deals with all items requiring organizational decisions; allocating responsibility for making decisions to appropriate group or individual, including him/herself.

Section 4.03 The Vice-President assumes the responsibilities of the President in his/her absence or disability. The Vice-President will give particular attention to overseeing a portion of the organization's activities, especially committees, programs, and coalitions as determined in consultation with the President.

Section 4.04 The Secretary will have responsibility for seeing that minutes of the Board and Executive Committee Meetings are taken, approved, and stored. He/she will also have responsibility to see that a master list of Membership, and Constitution and Bylaws are up to date prior to each Member Meeting.

Section 4.05 The Treasurer shall have charge of the funds, and shall keep a regular account of them. The Treasurer shall make disbursements of the funds that are authorized by the Board or Executive Committee. All bills amounting to \$5 or more shall be paid by check, dual-signed by the Treasurer and one additional officer. The Treasurer shall make regular financial reports as needed.

Section 4.06 The Board may have additional At Large Positions if deemed necessary and of interest to the group. These positions may be assigned to special roles or given titles to describe their work, if appropriate.

Article V. ORGANIZATIONAL DETAILS

Section 5.01 The President reserves the right to commission committees, when appropriate, for special interest projects.

Section 5.02 No committee shall be limited in its number of members and shall be open to all Members willing to participate in that committee's activity unless otherwise specified. Committees can be decommissioned at any time, with notice.

Section 5.03 Disclaimer: Officers, Directors, or other Volunteers shall not be held individually liable for accidents, debts, or liabilities incurred by the association.

Section 5.04 Severability: Should any portion of the Constitution or Bylaws of the Association be deemed invalid, the remainder of the organizational document shall remain intact.

Article VI. Dissolution Clause

Section 6.01 At least three Officers elected on a yearly basis by the general membership must be maintained in order for the association to continue to operate.

Section 6.02 Should three Officers be unable to be elected by the general membership on a yearly basis, the organization shall be dissolved.

Section 6.03 Upon the dissolution of this organization, assets shall be distributed to a registered 501c3 organization within the Town of Irondequoit as directed by the last elected board.

This constitution and bylaws was adopted and witnessed by:

President

Vice President

Secretary

Treasurer

On this _____ Day of _____, 20____