

Bylaws of Danby Community Council, Inc. (adopted January 20, 2011)

Article I. Name and Organization

- 1) The name of the organization shall be the Danby Community Council, Inc. (“the Council”), a not-for-profit organization incorporated under the guidelines of Section 501(c)(3) of the Internal Revenue Code of 1986.
- 2) The Council will conduct its affairs on a calendar year basis under the direction of a Board of Directors.

Article II. Purposes and Objectives

The purposes and objectives of the Council are:

- 1) To promote and support the community welfare.
- 2) To provide educational, social, and recreational programs and facilities, the publication of community news, and other activities for the community under the supervision and oversight of the Directors of the Council.
- 3) To assist, when requested, with related activities in the community.
- 4) To coordinate requests for supporting funds from State, County, and service agencies with the Danby Town Board.

Article III. Membership

- 1) All residents of the Town of Danby shall be members of the Danby Community Council.
- 2) All members, eighteen (18) years of age or older, shall be eligible to vote at the Annual Meeting and other general membership meetings.
- 3) All members, eighteen (18) years of age or older, shall be eligible to serve on the Board of Directors, provided that the requirements of paragraph (5) are met.
- 4) All members, eighteen (18) years of age or older, shall be eligible to accept appointment as a member of a Committee of the Council, provided that the requirements of paragraph (5) are met.
- 5) Paid staff of the Danby Community Council or of the Danby Town Board and persons elected to any Town office shall be eligible for election or appointment, but only on condition of resigning, prior to taking office or accepting an appointment, from that paid position or Town office.

Article IV. Board of Directors, Composition and Terms

- 1) The Board of Directors of the Council shall consist of seven members elected by the general membership during the Council's Annual Meeting.
- 2) In general, four Directors will be elected one year and three the following year.
- 3) At least one of the Directors shall be from West Danby. If no one from West Danby presents themselves for election at the Annual Meeting, then any eligible Danby resident may fill that seat.
- 4) The term of office for all Directors shall be two years or until the election of a successor, except as specified in paragraph (5).
- 5) To establish and maintain continuity between terms of Directors, when the initial Board of Directors is elected, four of the Directors shall be elected for a two-year term, and three of the Directors shall be elected to a one-year term. A newly-elected Director may volunteer to serve one of the one-year terms; if there are not enough volunteers, then the newly-elected Director(s) who received the fewest votes during the election shall serve the one-year term(s). Similarly, if, due to resignation of Director(s) or other circumstances, more than four Directors must be elected during subsequent Annual Meetings of the Council, four of the newly-elected Directors shall have a two year term; the others shall have a one year term.
- 6) No Director may serve more than three consecutive two-year terms (six years). If a Director was initially appointed to fill a vacancy or was initially elected to a one-year term, that Director may not be elected to more than two additional consecutive two-year terms (five years).
- 7) Any vacancy in a Board position shall be filled, by appointment by the Board of Directors, until the next Annual Meeting.
- 8) Any Director may be removed, for malfeasance or for unexplained absence from three or more successive meetings, by a majority vote of the Board of Directors.

Article V. Duties of Board of Directors and Officers

- 1) The Board of Directors shall manage and control the affairs of the Council and carry out its purpose in accordance with the Bylaws of the Council and its contracts with the Danby Town Board.
- 2) Each year, the new Board shall elect officers from its membership: a President, a Vice-president, a Treasurer, and a Secretary.
- 3) The President shall:
 - a) Preside at all General Meetings of the Council and at meetings the Board of Directors.
 - b) Appoint, subject to the approval of the Board of Directors, such Standing Committees as may be deemed appropriate.

- c) Appoint, at least thirty days prior to the Annual Meeting of the Council, three qualified persons not members of the Board of Directors to audit the financial records of the Council.
 - d) Execute, with prior approval of the Board of Directors, all contracts on behalf of the Council.
 - e) Prepare, in collaboration with the Board of Directors, a report of the accomplishments, concerns, and projections of the growth and improvement of Council programs, and submit such report to the membership at the Annual Meeting.
 - f) Call special meetings of the Board of Directors.
- 4) The Vice President shall:
- a) Assume the duties of the President in the absence of that person.
 - b) Keep minutes of the Council meetings in the absence of the Secretary.
- 5) The Treasurer shall:
- a) Have care and custody of all funds of the Council, maintain bank account(s) for all funds, and file and pay taxes and further obligations as required.
 - b) Sign checks for all Council payments.
 - c) Keep accurate and complete accounts of all receipts and disbursements and make timely deposits of funds.
 - d) Prepare and distribute a written financial report at every regular meeting, at the Annual meeting of the general membership, and at other times as requested by the President.
- 6) The Secretary shall:
- a) Keep the minutes of all meetings of the Council and handle all correspondence as directed by the President.
 - b) Serve as custodian of all Council records and reports.

Article VI. Meetings of the Board of Directors

- 1) All meetings of the Board of Directors, except for executive sessions, shall be open to the public.
- 2) Meetings of the Board of Directors shall be held monthly at a regularly scheduled date and hour. In addition, special meetings of the Board may be called by the President.
- 3) A majority of the Directors shall constitute a quorum at meetings, and shall be necessary to conduct the business of this organization.
- 4) When discussing and deciding matters relating to personnel, litigation (potential or actual), or contracts, the Board of Directors may choose to meet in executive session.

Article VII. Meetings of the General Membership

- 1) There shall be an Annual Meeting of the general membership of the Council during the month of January, to hear the Annual Report of the President, the Financial Report of the Treasurer, reports from Council committees and from affiliated bodies (e.g. Senior Citizens, West Danby Community Association), to elect the members of the Board of Directors, and to vote on measures proposed by the Board of Directors.
- 2) Notice of the Annual Meeting shall be published in the Ithaca Journal and, if possible, the Danby Area News, not less than ten (10) days before its date.
- 3) The Board of Directors, or a Nominating Committee appointed by the Board of Directors, shall prepare a slate of nominees for election to the Board of Directors. This slate shall be presented during the Annual Meeting. In addition, any resident may nominate him/herself, or may nominate another member, by submitting the nomination to the President of the Board of Directors.
- 4) The President shall make the nominating process known to the public. The names of nominees submitted more than ten (10) days prior to the Annual Meeting should be publicized by any expedient means.
- 5) The Annual Meeting shall be presided over by the President. The order of business shall be: presentation by the President of an annual report as described in Article V(3) (e); reading of the minutes of the previous meeting by the Secretary; and a written financial report submitted by the Treasurer as described in Article V(5)(d). The President shall present the proposed slate of new Directors, as prepared by the Nominating Committee, present other nominations received prior to the meeting, and shall receive nominations from the floor. Directors shall be elected and measures proposed for membership decision by the Board of Directors shall be voted on by the membership.
- 6) If, during the Annual Meeting, the total number of nominees for election to the Board of Directors is not greater than the number of open seats, all the nominees shall become Directors without an election.
- 7) The President may call one or more special meetings of the general membership during the year as deemed necessary for informing residents of matters relevant to the Council, including its financial status. Upon petition to the President bearing the signatures of no less than fifty residents, stating the purpose of a call of a special meeting, the President shall schedule a special meeting within forty-five (45) days, to be announced in the Ithaca Journal and, if possible, the Danby Area News, with notice of all issues to be addressed, at least ten (10) days before the meeting date.
- 8) All meetings shall be conducted according to Robert's Rules of Order.

Article VIII. Amendments

Amendments to the Constitution and Bylaws may be adopted by a two-thirds majority of voting members at a meeting of the general membership. The amendment(s) to be considered will be announced and publicized in the Ithaca Journal and, if possible, the Danby Area News, at least ten (10) days in advance of the meeting date.

Article IX. Dissolution and Distribution of Assets

If the Board of Directors should fail to meet for a period of three months, the Danby Town Board is hereby authorized to call a special meeting of the general membership for the purpose of reestablishing the Board of Directors and its officers. If, following a good faith effort to reorganize the Danby Community Council, the Town Board determines that candidates cannot be found to serve as members, the Town Board is hereby authorized to dissolve the corporation and to distribute its assets according to the specifications of the Articles of Incorporation.