

**Constitution and Bylaws of the
Flanders, Riverside and Northampton Community Association, Inc.
(A New York not-for-profit corporation)
[Amended November 24, 2008]**

Article I: Association Name

This organization shall be called the Flanders, Riverside, Northampton Community Association, Inc.

Article II: Objectives

1. The objectives of this Association shall be to:
 - A) Unite the three hamlet communities of Flanders, Riverside and Northampton as a whole
 - B) Promote and advance the social relations within the three hamlet communities and with its neighboring communities
 - C) Encourage and invite active participation by the various organized cultural, civic, charitable, groups and associations currently active and existing within the three hamlet communities
 - D) Improve services within the three hamlet communities
 - E) Secure benefits and civic improvements for the betterment of the three hamlet communities, as may be deemed essential
 - F) Obtain economic advantages for the benefit of the residents, Businesses, homeowners, taxpayers, and their families within the three hamlet communities as a whole
 - G) Engage in activities that will advance the interests of this organization and its members within the three hamlet communities, directly or indirectly
 - H) Engage in cultural, civic, legislative, political, educational, charitable, welfare, social, and other activities that further the interests of this Association and its membership, directly or indirectly
 - I) Engage in such other activities as may be deemed to be advantageous in bringing together residents, Businesses, homeowners, taxpayers, and their families within the three hamlet communities

Article III: Membership

1. The following are eligible for membership in this Association:
 - A) Individuals/Households who reside in or are owners of real property within the boundaries of the Hamlets of Flanders, Riverside and Northampton.
 - B) Individuals who are business owners who maintain a business located within the boundaries of the Hamlets of Flanders, Riverside and Northampton.
2. Each individual who is eligible for membership as described above is entitled to one membership. If an individual owns or leases more than one residence or business, said individual will be entitled to one membership only.
3. Application for membership shall be made to the Membership Chair and shall be accompanied by payment of the annual dues. The payment of dues is a pre-requisite to membership. The Membership Chair will collect the dues and give them to the Treasurer.
4. Consideration for Re-Application for Membership: In the event that a member who has been removed from the membership rolls for any reason, may re-apply for membership, such application shall be submitted to the Executive Board who shall have the power and authority to accept or reject such application.

Article IV: Dues

1. Determination of Dues. The amount of annual dues and late fees is to be determined annually by the Executive Board at least sixty (60) days prior to the due date. During the first year of the existence of this Association, the Executive Board will determine an amount of interim dues to be later ratified or modified. The amount of

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annual dues shall be limited to an increase of not more than twenty (20%) percent over the previous year's annual dues.

2. Due Date of Annual Dues. The date on which annual dues are due is March 1 of each year. Notices for membership dues are to be sent at least thirty (30) days prior to the due date. If application for membership is made between September 1 and December 31 during the applicant's first year of membership, dues will be one-half of the full year's dues. If application for membership is made in January or February during the applicant's first year of membership, dues shall be the full year's dues but the applicant shall be a member when dues are paid and for the new membership year.
3. Unpaid Dues: Members whose dues are not paid shall have no right to vote or to participate in discussion of matters of importance, to the Association.
4. Arrears: Members whose dues are not paid in full within sixty days of the due date will be considered in arrears. The membership committee chair shall notify members whose dues are sixty days in arrears. The membership committee chair shall report any memberships that are ninety days in arrears to the Executive Board of the Association, whereupon if so ordered by said Executive Board, such members in arrears shall be removed from the rolls. Such members shall forfeit all rights and privileges of membership.

Article V: Meetings

1. General Meetings: General meetings shall be held monthly unless otherwise ordered by the Executive Board. Meetings shall be governed by the Constitution and By-laws. General parliamentary rule otherwise known as (Roberts Rule of Order, latest edition) will only be used to govern when a two-thirds vote of the attending membership agrees for that general meeting only.
2. Quorum: Attendance by five (5%) percent of the membership but no less than 10 members shall constitute a quorum for the transaction of business for general meetings, annual meetings, other meetings and special meetings.
3. Other Meetings: The President, as shall be deemed necessary, shall call other meetings and special meetings. The Secretary or President (provided the Secretary is unable to do so) shall give notice of such other and/or special meetings at least 24 hours prior to such meeting. The notice for special meetings shall specify the object of the meeting. No other business shall be transacted at said meeting except by the unanimous consent of the members present.
4. Annual Meeting: The annual meeting for the election of officers of this Association shall be held in April.
5. Order of Business: The following order of business shall be observed at all general meetings of the Association. The regular order of business may at any time be suspended by a vote of the Executive Board. Any person who wishes to speak shall await recognition by the President or the presiding officer to do so. All others shall be considered out of order.
 - a. Pledge of Allegiance
 - b. Roll call of officers
 - c. Reading and approval of minutes of the previous meeting.
 - d. Treasurer's report.
 - e. Correspondence
 - f. Report of committees
 - g. Report of special committees
 - h. Unfinished business
 - i. New and general business, including an open forum and special speakers, if any
 - j. Adjournment

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6. **Motions:** Motions can be made from any member in good standing and must be seconded by another member in good standing. The motion may then be debated and/or voted on by the attending membership. One motion will be dealt with at a time and requires a simple majority of the attending membership for approval. The Presiding Officer may limit debate on any motion or issue to advance the order of business.
7. **Out of Order:** Any individual or group of people disrupting a meeting will:
 - A) First be warned
 - B) If disruption continues, the member (s) will then be asked to leave the meeting.
 - C) The Executive Board may wish to hold a Special Meeting to review the above for possible revocation and/or removal from the membership of the Association.

Article VI: Executive Board

1. **Membership:** The property, affairs, business and concerns of the Association shall be vested in an Executive Board.
 - A) The Executive Board shall consist of all the following elected positions that shall be the Officers of the Association: President, Vice President, Treasurer and Secretary
 - B) The Executive Board shall also consist of 3 General Members:
 - C) The members of the Executive Board shall immediately following election or appointment enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified at the next annual meeting. Members nominated for a position on the Executive Board must attend the annual meeting or submit a letter of acceptance for a nominated position.
2. **Nominations:** At least sixty days prior to the annual meeting, the President shall appoint a Nominating Committee chairperson who shall enlist at least two members from the general membership of the Association. The charge of the committee shall be to nominate candidates for officers and the general members to be elected at the annual meeting for the election to the Executive Board. The committee shall notify the Secretary and President of the names of such candidates prior to or at the general meeting that precedes the annual meeting. Nominations may also be made from the floor prior to the election at the annual meeting when seconded by another member.
3. **Elections:** All executive board members shall be elected at the annual meeting by closed ballot for the ensuing year. Those receiving the largest number of votes shall be declared elected. Only members in good standing may vote or be elected. Only members whose permanent residence is located in Flanders, Riverside or Northampton may be elected to the Executive Board. The Membership Chair or Committee will produce an active list of membership to obtain ballots for voting purposes.
4. **Duties of the Executive Board:** The Executive Board shall have the power to:
 - A) Hold meetings at such times and places as they may deem proper
 - B) Create committees on particular subjects
 - C) Audit bills and authorize payment of same by the Association

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- D) Employ agents and to devise and execute such other measures as they may deem proper and expedient to promote the objectives of the Association
- E) Amend and change the Constitution and By-laws. Recommendations should be received from the by-laws committee and notification must be mailed to all members prior to any amendments or changes. Amendments and changes can only be accepted by a two-thirds majority vote from the attending membership that is present at a general meeting.
5. Duties of the Members of the Executive Board:
- A) President: The President shall:
- Preside at all meetings of this Association
 - Preserve order and decorum with the option to appoint a sergeant at Arms
 - Give the casting vote whenever there shall be a tie
 - Circulate and publish articles on behalf of the Association
 - Correspond and communicate with other associations
 - Signature authority on bank account of the Association
 - Will have the discretion to represent FRNCA in matters that are important to the Association when there is not ample time for approval from the general membership
 - Appoint all chairpersons to committees and fill vacancies within committees
 - Perform all other duties customary in such deliberative bodies
- B) Vice President: The Vice President shall:
- Officiate in the absence of the President
 - Perform such other duties and render such assistance as may be directed by the President
 - Succeed the President for the balance of the President's term should the President be unable or unwilling to fulfill the term of President.
- C) Secretary: The Secretary shall:
- Take the roll call prior to the commencement of each meeting
 - Ensure a quorum is present in order to transact the business of the Association
 - Record the proceedings of the Association
 - Handle all correspondence of the Association
 - File and preserve its documents
 - Read the minutes of the preceding meeting at the commencement of each regular meeting.
- D) Treasurer: The Treasurer shall:
- Collect fees and other revenue of the Association
 - Maintain the financial records of the Association
 - The treasurer is a regular member of the membership committee and in the absence of the membership chair the treasurer will assume all said duties
 - Provide any information concerning the finances of the association
 - Recommend to the President and the Executive Board various avenues of fund raising to supplement the expenses of the Association
 - Calculate the annual membership dues necessary to fulfill the obligations and undertakings of the Association
 - Review, approve, reject, or negotiate any bills submitted to the Association for reimbursement or payment and to pay approved bills and expenses of the Association without approval of the Executive

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Board except that any extraordinary or unusual expense over \$500.00 will require the approval of the Executive Board

- Have signature authority on the account of the Association; report at each general meeting the revenue received, expenses paid and balance of the account of the Association since the last meeting

E) General Members: There shall be three General Members elected to the Executive Board. They shall:

- Have the same voting privileges as Officers of the Executive Board
- Be appointed by the President to chair one or more committees of the Association
- Serve the remaining term of a vacancy by an Officer of the Executive Board if requested by the Board

6. Executive Board Quorum for Voting Purposes and Transacting Business:

A simple majority of the Executive Board shall constitute a quorum for the purposes of voting on any issues and for the transaction of business. In the absence of the President and Vice President, the quorum may choose a Chairman for the meeting. If a quorum is not present, no business shall be transacted and the meeting shall be automatically adjourned to the next regular meeting. The President, however, may call a meeting prior to the next regular meeting upon at least 24 hours notice to all members of the Executive Board.

7. Executive Board Member Terms:

One year terms, not more than four consecutive terms for all members of the Executive Board in the same position. Present board members are excluded. All members of the Executive Board shall serve from election and those appointed shall serve until next election.

8. Absences or Vacancies on Executive Board:

- A) Should any Officer of the Executive Board be absent from four (4) meetings since his or her election or appointment either without reason or with a reason that is unacceptable to the Executive Board, his or her seat on the Board may be declared vacant and the Board may forthwith proceed to fill the office vacancy by appointing one of the three elected general members to the position following a vote by the Executive Board. If any position is vacated by the position holder the Executive Board shall fill the vacancy and the appointee will fill the remaining term of office.
- B) Should any elected General Member of the Executive Board be absent from four (4) meetings since his or her election or appointment either without reason or with a reason that is unacceptable to the Executive Board, his or her seat on the Board may be declared vacant and the Board may forthwith proceed to fill the vacancy by appointing a member from the general membership of the Association unless overwhelming objection to the appointment is made by the general membership at the time of the appointment. The appointee will fill the remaining term of office.
- C) Should any of the officers of the Executive Board be unable to fulfill his or her obligations of the Association, the Executive Board will appoint a interim officer until the officer can either resume his or her duties or the position is filled at the next general election.

Article VII: Committees

1. Committees: At the first meeting of the Executive Board after their election, the Executive Board will create any committees and the President shall appoint chairpersons and committee members. Various committees could include Beautification, By-Laws, Membership, Nominating, School District issues, etc. Committee Chairpersons shall hold office until new committee Chairpersons have been appointed following the elections at

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the next annual meeting. Any member of the Executive Board may act as ex-officio member of any committee except the Nominating and By-Laws Committee.

2. Special Committees: The President may at any time appoint special committees on any subject for which there is no standing committee of the Association.
3. Committee Quorum: A simple majority of the committee members shall constitute a quorum for the transaction of committee business.
4. Committee Vacancies: The President shall have the power to fill vacancies in the membership of any of the committees.

Article VIII: Dissolution

1. Vote to Dissolve: Dissolution of this association will require a majority vote by the Executive Board, a two-thirds majority vote of the general membership at a special meeting for dissolution, at which point a dissolution date will be decided. The designated date of dissolution must be a date after which all business, including decisions concerning funds remaining in the Treasury, has concluded.
2. Treasurer: Should a dissolution be approved by the Executive Board and the general membership, the Executive Board shall authorize the donation of all remaining funds in the Treasury to a formally organized not-for-profit charity or charities currently in existence within the hamlets of Flanders, Riverside or Northampton. The decision as to which charity or charities will receive said funds requires a vote by the Executive Board.
3. Dissolution in Writing: Should the Executive Board and general membership approve dissolution, said dissolution shall be made in writing and filed in the same manner as the original Constitution and Bylaws.

Article IX: Changes to Bylaws

1. Any changes, modifications or amendments to the Constitution and Bylaws will require a quorum of the general membership to be present and a two-thirds vote of the attending general membership.
2. Any changes, modifications or amendments to the Constitution and Bylaws shall be made in writing and filed in the corporate records.
3. Any changes, modifications or amendments, as to the purpose of the Association, should be filed in the same manner of the original Constitution and By-Laws.

The Constitution and Bylaws were amended pursuant to vote of the general membership on November 24, 2008.

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Michael S. Brewer,
President

Brad Bender,
Vice President

Eugene Rausch,
Treasurer

Patricia Hopkins,
Secretary