

1 **BY-LAWS OF THE EDMONT COMMUNITY COUNCIL, INC.**

2 (As amended through April 26, 2017)

3
4 **Article I**

5 **NAME AND OBJECT OF CORPORATION**

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7 **Section 1.** – The name of the corporation is The Edgemont Community Council, Inc.
8 (hereinafter “the Council”)
9

10 **Section 2.** – The objects and purposes of the Council shall be: To ascertain the option and
11 act in behalf of the residents of the Community existing within the Union Free School District
12 No. 6, in the town of Greenburgh, Westchester County, State of New York, concerning matters
13 which may have a material effect on its welfare; to study, report, and coordinate community
14 action thereon; to make the view of such residents upon pending matters, and the reasons
15 therefore, known to the legislative, executive and administrative personnel and bodies concerned
16 therewith; to institute legal proceedings where deemed necessary or desirable for the protection
17 of their interests and, in general, to plan or and take all actions deemed appropriate for the
18 general welfare of the residents and the area.
19

20 **Section 3.** – The Council shall not campaign for or against any candidate in any election
21 on which residents of the Community are entitled to vote, but may advance a position for or
22 against any questions, referendum, proposition or other matter on which residents of the
23 Community are entitled to vote.
24

25 **Section 4.** – The Council shall sponsor the School Board Nominating Committee of
26 Union Free School District 6. As such it shall perform the functions specified for it in the Rules
27 and Procedures of the Edgemont School District School Board Nominating Committee, as in
28 effect from time to time.
29

30 **ARTICLE II**
31 **MEMBERSHIP**

32
33 **Section 1.** - The membership of the council shall to open to all residents of the
34 Community who are eighteen years of age, who reside in the Community, and all individuals
35 who are record owners of real property in the Community. Persons eligible for membership in
36 the council who shall have paid dues for the current fiscal year and who shall have completed
37 such form of application as may have required by the Board of Directors (hereinafter “the
38 Board”) are members of the council (hereinafter “Members”).
39

40 **ARTICLE III**
41 **MEMBERSHIP MEETINGS**

42
43 **Section 1.** – An annual meetings of the Members shall be held on a date in April in each
44 year at not earlier than 8:00 P.M. at such place within Westchester County as the board may
45 determine, to elect directors, officers and representative (and alternative) to the School Board
46 Nominating Committee, as hereinafter provider; to receive the reports of the President, the

47 Treasurer, the annual report of the directors and required by Section 519 of the Not-for-Profit
48 Corporation Law and such other reports as may be required by law and to take action upon such
49 other businesses as may properly be presented.
50

51 **Section 2.** – Special meetings of the Members may be called by the President, by the
52 Board upon the request of at least five directors or by not less than 10% of the Members. In the
53 latter case, notice of the demand shall be given, in writing, to the Secretary who shall give notice
54 to the Members as required by law and by these by- laws. No such meeting shall be held on a
55 Sunday, Saturday or holiday nor shall any such meeting commence earlier than 8:00 P.M. on any
56 weekday, and any such meeting will be held at a place within the Community.
57

58 **Section 3.** – Written notice of each annual and special meeting shall be mailed to all
59 Members at their addresses as appearing on the books of the Council, except that no more than
60 one notice need be given to each household, at least ten days, but not more than twenty days,
61 prior to the meeting for action, but any Member who is present at an annual meeting may present
62 any other relevant matter to the meeting for consideration. Any matter not set forth in the notice
63 of an annual meeting may not be acted upon such meeting.
64

65 **Section 4.** – The presence of Members entitled to cast one hundred votes or 5 percent of
66 the total number of votes entitled to be cast, whichever is less, shall constitute a quorum for the
67 transaction of business at any meetings of the Members. Those present at any meeting at which a
68 quorum is not present may adjourn the meeting to a time (but not earlier than 8:00 P.M. on any
69 weekday) and place within the Community. If a quorum shall not be present at any membership
70 meeting, and those present do not fix a time and place in the Community selected by him on a
71 weekday (but not earlier than 8:00 P.M.) to be selected by him which shall be not later than
72 twenty days after the date of the adjourned meeting.
73

74 **Section 5.** – Each Member present at any meeting shall be entitled to cast one vote on all
75 matter which may be brought before the meeting. Voting by proxy shall not be allowed.
76

77 **ARTICLE IV**
78 **DUES**
79

80 **Section 1.** – Membership dues shall be for each fiscal year in such amount as may be
81 determined by the Board. If a person who resides in the Community has paid such dues, any
82 other person in his or her immediate family residing with him or her who is himself or herself is
83 eligible for membership shall be entitled to all membership privileges, except as otherwise
84 provided herein, without application therefor or payment of dues.
85

86 **ARTICLE V**
87 **DIRECTORS**
88

89 **Section 1.** – The affairs and activities of the Council shall be conducted by a Board to
90 consist of twenty-three Members who shall have the authority to exercise all of the powers of the
91 Council except the powers which are by law or by these by-laws reserved to the Members. The
92 directors shall not be personally liable for the debts or obligations of the Council. Elected

93 directors are expected to attend the regular monthly meetings of the Board and cooperate in
94 promoting the objects and purposes of the Council.
95

96 **Section 2.** – Fifteen directors shall be elected by the Members. Five directors shall be
97 elected at each annual meeting of the Members, each for terms of three years. Each Member
98 present at the meeting shall be entitled to one vote for each directorship which is to be filled, and
99 the five persons receiving the largest number of votes shall be chosen. Additional directors shall
100 also be elected at each annual meeting to fill the vacancies required to be filled at the annual
101 meeting pursuant to Article V, Section 4, of these by-laws.
102

103 One director and an alternative for such director may be appointed from each of the
104 following civic associations: The Cotswold Association, Inc., Edgemont Association, Fort Hill
105 Association, Greenridge Association, Longview Civic Association, Northern Greenville Civic
106 Association, Southern Greenville Civic Association and Central Park Avenue Civic Association.
107 Such directors shall each serve for a term of one year.
108

109 The Board may adopt, and transmit to the aforesaid civic associations, such regulations
110 and procedures as may seem it to be appropriate relative to the manner in which the identity of
111 appointed directors shall be certified to the President.
112

113 **Section 3.** – The Board shall hold a regular monthly meeting, except in July and August,
114 at a place and on a date to be determined by the Board at its first meeting following the annual
115 meetings of Members. Two day’s written notice of all regular Board meetings shall be given by
116 mail. Special meetings may be called by the President or any five directors and shall require not
117 less than five (5) day’s written notice by mail. Any director may waive notice of a meeting, in
118 writing, and the attendance of any director shall be deemed to be a waiver of notice thereof. The
119 presence of the nine directors at any meeting of the Board shall constitute a quorum while a vote
120 of at least seven members at meeting at which a quorum is present shall be the act of directors.
121

122 Where references are made to the Directors communicating by mail or in writing, they
123 may use telephones, e-mail, and other forms of digital correspondence instead of traditional mail.
124 Any votes taken using these methods will need to meet the quorum requirement of this Section.
125

126 **Section 4.** – The office of an elected director shall become vacant upon the occurrence of
127 any of the following events; (1) the death of the director; (2) the director ceases to be eligible for
128 membership in the Council under Article II; (3) a written statement of resignation from the
129 director is received by the President or First Vice- President; (4) removal for not fulfilling the
130 duties of the office or for misconduct in office; or (5) the failure to pay membership dues within
131 a reasonable time following notice to such effect being given by the Treasurer of the Council.
132 The removal of a director from office required the recommendation of a majority of the officers
133 of the Council and a vote of three-quarters of the directors present at a regular monthly meeting
134 of the Board, with this matter placed upon the agenda prior to the meeting. If the office of any
135 elected director shall become vacant before the expiration of this term, the vacancy shall be filled
136 by a vote of a majority of other directors for a term to end on the 30th day of June next following.
137 If the office of any appointed director or alternative shall become vacant before the expiration of

138 his or her term, the vacancy shall be filled by appointment by the civic association making the
139 original appointment, for the unexpired term of such directorship.

140
141 **Section 5.** – No person may serve more the six consecutive full years as an elected
142 director. Notwithstanding the foregoing, the Secretary and the Treasurer, while serving in their
143 respective offices, may each serve concurrently as a director without limit as to the number of
144 years served.

145
146 **Section 6.** – Attendance requirements of the directors of the Council shall be set at a
147 minimum of 51% of the regularly scheduled meetings as posted on the Council website for the
148 respective school year. Should such requirements not to be met by a Director of Officer during
149 the duration of the annual calendar, this may result in actions including the removal of said
150 Director or Officer by the process listed in Article 5 Section 4 of these by-laws.

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152 **ARTICLE VI**
153 **OFFICERS**
154

155 **Section 1.** – The officers of the Council shall be the President, First Vice-President,
156 Second Vice-President, Treasurer, and Secretary, all of whom shall be elected at the annual
157 meeting of the Members and who shall serve for a term of one year each. Any Member of the
158 Council shall be eligible for election as President, First Vice- President, or Second Vice-
159 President if such Member is either a director elected by the members whose term has not yet
160 expired or is elected by the Members as a director at the same annual meeting at which such
161 Member is elected to such office. If no director is willing or able to fill the offices of the
162 Secretary or Treasurer, any Member of the Council shall be eligible for the election to such
163 offices.

164
165 **Section 2.** – The President shall be the chief executive officer of the Council and he shall
166 preside at all the meetings of the Members and Board; shall report to the Members at the annual
167 meeting and deliver any other reports required by law or these by-laws; shall at such times as he
168 deems proper communicate to the Members and the directors such matters and suggestions as
169 may in his opinion promote the purposes and increase the usefulness of the Council and shall see
170 to it that the orders and the resolutions of the Members and the Board are carried out, and shall
171 perform all other duties assigned to him by these laws.

172
173 The President, or a Vice-President appointed by him, shall be an ex officio member of
174 each committee without vote of each committee established pursuant to Section 2 of Article VII
175 of these by-laws.

176
177 **Section 3.** – The First Vice- President shall exercise all of the duties of the President if
178 the President shall be absent or unable to act, and if the office of the President shall become
179 vacant before the expiration of the term for which he was elected, the First Vice-President shall
180 succeed to the office of the President for the remainder of the current term and shall, in general,
181 perform for the President such duties of the President as the President may from time to time
182 delegate to him.

184 **Section 4.** – The Second Vice-President shall exercise all of the duties of the President if
185 both the President and the First Vice-President shall become vacant before the expiration of the
186 term, the Second Vice President shall succeed to the office of the First Vice-President for the
187 remainder of the current term and shall, in general, perform for the President such duties of the
188 President as the President may from time to time delegate to him. The Second Vice-President
189 shall be Chairman of the School Board Nominating Committee. This section shall supersede
190 Edgemont School District School Board Nominating Committee Rules and Procedures A.9.(a).
191

192 **Section 5.** – The Treasurer shall collect all annual dues and money which the Council
193 may be authorized to receive, and shall deposit the same in account(s) in the name of the Council
194 in the depositories designated by the Board; he shall disburse the funds of the Council as
195 authorized by the Board; he shall keep the accounts of the Council, including a roster of all
196 Members and a record of payment of their dues; he shall prepare the annual report of the
197 directors as required by Section 519 of the Not-for-Profit Corporation Law for delivery at each
198 annual meeting of the members; and he shall deliver a written financial report at each regular
199 meeting of the board.
200

201 **Section 6.** – The Secretary shall act as the Secretary of all meetings of the members of
202 the Board and the executive committee, shall record the minutes of such meetings, and shall
203 perform such of the duties of the Treasurer, other than keeping of accounts, as may from time to
204 time be delegated to him by the Treasurer. The Secretary, at the request of the President, shall
205 also prepare and post all notices of the meetings of Members, Board and committees, and shall
206 take care of such correspondence as may be delegated to him by the President.
207

208 **Section 7.** – An office of an officer of the Council shall become vacant upon the
209 occurrence of any of the following events: (1) the death of the director; (2) the director ceases to
210 be eligible for membership in the Council under Article II; (3) a written statement of resignation
211 from the officer is received by the President or First Vice- President; (4) removal for not
212 fulfilling the duties of the office or for misconduct in office. The removal of an officer from
213 office required the recommendation of a majority of the officers of the Council and a vote of
214 three-quarters of the directors present at a regular monthly meeting of the Board, with this matter
215 placed upon the agenda prior to the meeting. If any office, other than President or First Vice-
216 President, shall become vacant, the Board may fill such vacancy until the next annual meeting of
217 the Members.
218

219 **Article VII**
220 **COMMITTEES**
221

222 **Section 1.** – The Board, by the resolution of a majority of the entire Board, shall have the
223 power to create an executive committee and delegate to the committee all of the powers of the
224 Board, except such powers which by law may not be delegated. Such committee shall serve at
225 the pleasure of the Board. The executive committee, if created, shall consist of the President, the
226 First Vice-President, and three other directors designated by the Board.
227

228
229 **Section 2.** – The Council shall have the following committees:

- 230 1. School District
231 2. Fire District
232 3. Highways and Traffic
233 4. Town Affairs and Budget
234 5. Zoning and Planning
235 6. Legal

236 each of which shall have such powers with respect to the matters embraced in their titles as the
237 Board may from time to time assign to them

238
239 Members of these committees shall be appointed by the President, with the consent of the
240 Board, for terms to expire on the following last day of June, and be subject to removal by the
241 President at any time.

242
243 **Section 3.** – The Council shall have such other committees as the Board may authorize,
244 the members of which shall be appointed by the President, with the consent of the Board. Each
245 such committee shall continue until its final report has been made to the Board or until it’s earlier
246 discharged by the Board.

247
248 **Section 4.** – A nominating committee consisting of five person, no more than two of
249 whom shall be directors, shall be appointed by the President, with the consent of the Board, prior
250 to February 15 of each year. Neither directors eligible for re-election as elected director at the
251 next annual meeting of Members nor the President, First Vice-President, or Second Vice-
252 President (unless they will not stand for re-election for any such offices) shall be eligible upon
253 the nominating committee. Members of the nominating committee may be nominated for
254 director or officer or School Board Nominating Committee representative or alternate, but shall
255 be excluded from the meeting while their election as nominees is acted upon.

256
257 The Chairman of the nominating committee shall be selected by the President. It shall,
258 not later than the 1st day of March in each year, designate a candidate for each directorship,
259 office and School Board Nominating Committee representative and alternate to be filled at the
260 next annual meeting of members.

261
262 Any other persons may be placed in nomination for any position to be voted upon at the
263 annual meeting of Members by petition signed by any ten (10) Members and filed with the
264 Secretary at least seven (7) days prior to the annual meeting except that any person otherwise
265 eligible who has indicated an interest in being a candidate for the Council’s School Board
266 Nominating Committee representative or alternative in accordance with the procedure set forth in
267 subpart (1) of Section 1 of Article VIII shall (absent withdrawal) be deemed a nominee for such
268 position to be voted upon at the annual meeting of Members. In case of more than one candidate
269 for any position, a paper ballot shall be held.

270
271 **ARTICLE VIII**
272 **SCHOOL BOARD NOMINATING COMMITTEE REPRESENTATIVES**
273

274 **Section 1.** – The President shall include in two issues of the Edgemont Newsletter the
275 following: (1) in the first issue the date by which and the appropriate names and addresses of

276 persons to whom those desiring to be considered for the position of School Board Nominating
277 Committee representative or alternate by the Council should indicate their interest; and (2) in the
278 second issue the names of all persons who have indicated a desire to be considered for the
279 position of School Board Nominating Committee representative or alternate of the Council and
280 the date and place of the election with respect thereto. The issues of the Edgemont Newsletter in
281 which such information shall be placed shall be on the same issues as those in which the
282 president decides to include similar information for the other participating organizations of the
283 School Board Nominating Committee.

284
285 **Section 2.** – One School Board Nominating Committee representative shall be elected
286 each year for a two-year term by plurality vote by the Members at the annual meeting of the
287 Members; in addition, an alternative shall be elected each year for a one-year term by plurality
288 vote by the Members at the annual meeting of Members.

289
290 **Section 3.** – The position of School Board Nominating Committee representative or
291 alternate shall become vacant in the same circumstances as is set forth for elected directors under
292 Section 4 of Article V. A vacancy in the position of School Board Nominating Committee
293 representative shall be filled by the alternative representative. A vacancy in the position of
294 alternate representative shall be filled by the Board of Directors, to serve until the next annual
295 meeting of Members.

296
297 **Section 4.** – If for any reason, on or before March 15 of any year, a civic association does
298 not have two (2) designated members to the School Board Nominating Committee and at least
299 one (1) designated alternate member to the School Board Nominating Committee, then the
300 Council Board of Directors may: (i) accept nominations to fill any such vacancy directly from
301 residents of the area represented by the affected civic association; and (ii) thereafter select an
302 individual to fill each vacancy from the nominations received. Any such directly made
303 nominee/selectee must be a resident of the area covered by the affected civic association. All
304 such nominations shall be noticed in accordance with Section 1 of this Article. The Council shall
305 select the candidate(s) to fill any vacancy by plurality of vote of Council Members at any
306 regularly scheduled meeting of the Council. The term of any SBNC member thusly selected shall
307 be 1 year. This section shall supersede Edgemont School District School Board Nominating
308 Committee Rules and Procedures 4(d).

309
310 **Section 5.** – Each School Board Nominating Committee representative and alternate shall
311 meet the eligibility requirement specified in the Edgemont School District School Board
312 Nominating Committee Rules and Procedures, provided, however, that if, for any reason, a civic
313 association does not have two (2) designated members to the School Board Nominating
314 Committee and at least one (1) designated alternate member to the School Board Nominating
315 Committee on or before March 15 of any year, the Council Board of Directors may fill any such
316 vacancy in compliance with the Council’s by-Laws. If there shall be any conflict between these
317 by-Laws and the Edgemont School District School Board Nominating Committee Rules and
318 Procedures, the former shall prevail.

319
320 **Article IX**
321 **MISCELLANEOUS**

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Section 1. – The Funds of the Council shall be deposited in a bank or banks designated by the Board subject to withdrawal by check signed by the Treasurer or President. In addition, the Funds of Council may be invested in short term, secure instruments authorized by the Board such as registered money market mutual funds.

Section 2. – The fiscal and operating year of the Council shall commence on the first day of July in each year and end on the last day of June in the following year.

Section 3. – All persons elected at each annual meeting, as well as the directors appointed by the associations listed in Article V, Section 2, shall take office on the first day of July following their selection or appointment.

Section 4. – No expenditure of the funds of the Council shall be made except upon authorization of the Board, but the Treasurer shall have the power, without further action by the Board, to pay bills for obligations theretofore authorized by the Board within the limits of such authorization.

Article X
AMENDMENTS

Section 1. – These by-laws may be amended, altered, or repealed, in whole or part, at any meeting of the Members, by an affirmative vote of two thirds of the Members present, provided that the proposed amendment, alteration, or repealer shall be stated in full or in substance in the notice of the meeting.