

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

2 (As amended through April 25, 2018)

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”)
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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.
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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.
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30 **ARTICLE II**
31 **MEMBERSHIP**

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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 as 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 If on or before March 15 of any year a civic association is inactive the Edgemont
110 Community Council nominating committee, comprised as outlined in Article VII, Section 4,
111 may: (i) accept nominations to fill the directorship and alternate allocated to civic association
112 directly from residents of the area represented by the affected civic association; and (ii) thereafter
113 select an individual to fill each vacancy from the nominations received. Any such directly made
114 nominee/selectee must be a resident of the area covered by the affected civic association. The
115 nominating committee shall select the candidate(s) to fill any vacancy by plurality of vote of
116 Council Members at the annual meeting of the membership.
117

118 The Board may adopt, and transmit to the aforesaid civic associations, such regulations
119 and procedures as may seem it to be appropriate relative to the manner in which the identity of
120 appointed directors shall be certified to the President.
121

122 **Section 3.** – The Board shall hold a regular monthly meeting, except in July and August,
123 at a place and on a date to be determined by the Board at its first meeting following the annual
124 meetings of Members. Two day’s written notice of all regular Board meetings shall be given by
125 mail. Special meetings may be called by the President or any five directors and shall require not
126 less than five (5) day’s written notice by mail. Any director may waive notice of a meeting, in
127 writing, and the attendance of any director shall be deemed to be a waiver of notice thereof. The
128 presence of the nine directors at any meeting of the Board shall constitute a quorum while a vote
129 of at least seven members at meeting at which a quorum is present shall be the act of directors.
130

131 Where references are made to the Directors communicating by mail or in writing, they
132 may use telephones, e-mail, and other forms of digital correspondence instead of traditional mail.
133 Any votes taken using these methods will need to meet the quorum requirement of this Section.
134

135 **Section 4.** – The office of an elected director shall become vacant upon the occurrence of
136 any of the following events; (1) the death of the director; (2) the director ceases to be eligible for
137 membership in the Council under Article II; (3) a written statement of resignation from the
138 director is received by the President or First Vice- President; (4) removal for not fulfilling the

139 duties of the office or for misconduct in office; or (5) the failure to pay membership dues within
140 a reasonable time following notice to such effect being given by the Treasurer of the Council.
141 The removal of a director from office required the recommendation of a majority of the officers
142 of the Council and a vote of three-quarters of the directors present at a regular monthly meeting
143 of the Board, with this matter placed upon the agenda prior to the meeting. If the office of any
144 elected director shall become vacant before the expiration of this term, the vacancy shall be filled
145 by a vote of a majority of other directors for a term to end on the 30th day of June next following.
146 If the office of any appointed director or alternative shall become vacant before the expiration of
147 his or her term, the vacancy shall be filled by appointment by the civic association making the
148 original appointment, for the unexpired term of such directorship.

149
150 **Section 5.** – No person may serve more the six consecutive full years as an elected
151 director. Notwithstanding the foregoing, the Secretary and the Treasurer, while serving in their
152 respective offices, may each serve concurrently as a director without limit as to the number of
153 years served.

154
155 **Section 6.** – Attendance requirements of the directors of the Council shall be set at a
156 minimum of 51% of the regularly scheduled meetings as posted on the Council website for the
157 respective school year. Should such requirements not to be met by a Director of Officer during
158 the duration of the annual calendar, this may result in actions including the removal of said
159 Director or Officer by the process listed in Article 5 Section 4 of these by-laws.

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161 **ARTICLE VI**
162 **OFFICERS**
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164 **Section 1.** – The officers of the Council shall be the President, First Vice-President,
165 Second Vice-President, Treasurer, and Secretary, all of whom shall be elected at the annual
166 meeting of the Members and who shall serve for a term of one year each. Any Member of the
167 Council shall be eligible for election as President, First Vice- President, or Second Vice-
168 President if such Member is either a director elected by the members whose term has not yet
169 expired or is elected by the Members as a director at the same annual meeting at which such
170 Member is elected to such office. If no director is willing or able to fill the offices of the
171 Secretary or Treasurer, any Member of the Council shall be eligible for the election to such
172 offices.

173
174 **Section 2.** – The President shall be the chief executive officer of the Council and he shall
175 preside at all the meetings of the Members and Board; shall report to the Members at the annual
176 meeting and deliver any other reports required by law or these by-laws; shall at such times as he
177 deems proper communicate to the Members and the directors such matters and suggestions as
178 may in his opinion promote the purposes and increase the usefulness of the Council and shall see
179 to it that the orders and the resolutions of the Members and the Board are carried out, and shall
180 perform all other duties assigned to him by these laws.

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

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

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

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

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

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

Article VII
COMMITTEES

231 **Section 1.** – The Board, by the resolution of a majority of the entire Board, shall have the
232 power to create an executive committee and delegate to the committee all of the powers of the
233 Board, expect such powers which by law may not be delegated. Such committee shall serve at
234 the pleasure of the Board. The executive committee, if created, shall consist of the President, the
235 First Vice-President, and three other directors designated by the Board.

236
237 **Section 2.** – The Council shall have the following committees:

- 238 1. School District
- 239 2. Fire District
- 240 3. Highways and Traffic
- 241 4. Town Affairs and Budget
- 242 5. Zoning and Planning
- 243 6. Legal

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

246
247 Members of these committees shall be appointed by the President, with the consent of the
248 Board, for terms to expire on the following last day of June, and be subject to removal by the
249 President at any time.

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

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

264
265 The Chairman of the nominating committee shall be selected by the President. It shall,
266 not later than the 1st day of March in each year, designate a candidate for each directorship,
267 office and School Board Nominating Committee representative and alternate to be filled at the
268 next annual meeting of members.

269
270 Any other persons may be placed in nomination for any position to be voted upon at the
271 annual meeting of Members by petition signed by any ten (10) Members and filed with the
272 Secretary at least seven (7) days prior to the annual meeting except that any person otherwise
273 eligible who has indicated an interest in being a candidate for the Council’s School Board
274 Nominating Committee representative or alternative in accordance with the procedure set forth in
275 subpart (1) of Section 1 of Article VIII shall (absent withdrawal) be deemed a nominee for such

276 position to be voted upon at the annual meeting of Members. In case of more than one candidate
277 for any position, a paper ballot shall be held.

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ARTICLE VIII
SCHOOL BOARD NOMINATING COMMITTEE REPRESENTATIVES

282 **Section 1.** – The President shall include in two issues of the Edgemont Newsletter the
283 following: (1) in the first issue the date by which and the appropriate names and addresses of
284 persons to whom those desiring to be considered for the position of School Board Nominating
285 Committee representative or alternate by the Council should indicate their interest; and (2) in the
286 second issue the names of all persons who have indicated a desire to be considered for the
287 position of School Board Nominating Committee representative or alternate of the Council and
288 the date and place of the election with respect thereto. The issues of the Edgemont Newsletter in
289 which such information shall be placed shall be on the same issues as those in which the
290 president decides to include similar information for the other participating organizations of the
291 School Board Nominating Committee.

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

297

298 **Section 3.** – The position of School Board Nominating Committee representative or
299 alternate shall become vacant in the same circumstances as is set forth for elected directors under
300 Section 4 of Article V. A vacancy in the position of School Board Nominating Committee
301 representative shall be filled by the alternative representative. A vacancy in the position of
302 alternate representative shall be filled by the Board of Directors, to serve until the next annual
303 meeting of Members.

304

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

317

318 **Section 5.** – Each School Board Nominating Committee representative and alternate shall
319 meet the eligibility requirement specified in the Edgemont School District School Board
320 Nominating Committee Rules and Procedures, provided, however, that if, for any reason, a civic
321 association does not have two (2) designated members to the School Board Nominating

322 Committee and at least one (1) designated alternate member to the School Board Nominating
323 Committee on or before March 15 of any year, the Council Board of Directors may fill any such
324 vacancy in compliance with the Council’s by-Laws. If there shall be any conflict between these
325 by-Laws and the Edgemont School District School Board Nominating Committee Rules and
326 Procedures, the former shall prevail.

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Article IX
MISCELLANEOUS

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

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

338

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

342

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

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Article X
AMENDMENTS

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