

BY-LAWS
OF
BENSONHURST NEIGHBORHOOD ASSOCIATION

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ARTICLE I
Area of Jurisdiction

Section 1. Geographic Description. The Corporation serves a geographical area bordered by Culver Road to Pershing Drive and Bay Street to Clifford Avenue in the City of Rochester, New York (the "Neighborhood").

Section 2. Business Address. The Corporation shall maintain as its legal mailing address, P. O. Box 90411, Rochester NY, 14609.

ARTICLE II
Mission, Goals and Principles

Section 1. Principles. The Corporation shall operate on a not-for-profit basis, and its entire properties, assets and facilities shall be devoted to the purposes for which it is organized as set forth in the next section, as the same may from time to time be amended.

Section 2. Purposes. The purposes are exclusively charitable, namely:

1. Improving the quality of life and the general welfare of Neighborhood residents, regardless of race, creed, color or religious beliefs.
2. Promoting and participating in public safety activities that ensure a safe and peaceful Neighborhood.
3. Promoting, advocating for and participating in Neighborhood based improvement projects through the creation of effective grassroots communication vehicles and public advocacy on behalf of the Neighborhood needs.
4. Strengthening the grassroots community in the Neighborhood through the organization of and activities of the Corporation for the purpose of overcoming alienation among neighbors, fostering a sense of community and communication among Neighborhood residents and between residents in the Neighborhood and centralized governmental and charitable agencies and organizations that provide or could provide services to Neighborhood residents.

ARTICLE III
Board of Directors

Section 1. Power of the Board. This is not a membership organization. The business of the Corporation shall be managed by a Board of Directors to be elected at an annual meeting by the Directors serving at the time.

Section 2. Number of Directors. The number of Directors constituting the entire board shall be a minimum of three. The precise number of Directors shall be determined by a vote of the Board of Directors, subject to the limitation that no decrease shall shorten the term of any incumbent Director.

Section 3. Qualifications of Directors. Each Board member shall be at least 18 years of age. Each member of the Board of Directors shall be a resident of the Neighborhood or an operator or owner of a business located within the Neighborhood at the time of election and for the duration of his or her term in office.

Section 4. Board Selection. A Nominating Committee shall be selected by the Directors each year in order to propose a slate to replace Directors whose terms are expiring. The Nominating Committee shall actively solicit from neighborhood residents the identity of individuals to serve as Directors. Such active solicitation shall include an article or notice of the vacancies in the Corporation newsletter if any, not less than 30 days and not more than 90 days of the forthcoming annual meeting of the Corporation. The Nominating Committee shall endeavor to propose a slate each year so that the Board of Directors includes individuals who possess talents and skills valuable to the well being of the Corporation.

Section 5. Terms of Office. Directors shall serve 2 year terms, with one **half** to be elected each year. The initial Board shall have Directors with staggered terms of one and two years. At subsequent annual meetings, all Directors shall be elected for **two year** terms.

Section 6. Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the Directors then in officer regardless of their number. A Director elected to fill a vacancy shall hold office until the next annual meeting, or his or her successor is elected and qualified.

Section 7. Removal of Directors. A Director may be removed without cause by vote of two-thirds of the entire Board.

Section 8. Resignation of Directors. Any Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time the notice specifies, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 9. Quorum of Directors. Except as otherwise provided by law, a *majority* of the entire Board (as the total number of Directors was determined at the most previous Annual Meeting) shall constitute a quorum for the transaction for business or of any specified item of business and the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Section 10. Compensation of Directors. Directors, as such, shall not receive any salary for their services as Directors. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board and of any committee of the Board of Directors, provided that nothing contained in this section shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for such service. Such compensation shall be reasonable and commensurate with the services performed.

Section 11. Interested Directors and Officers. Any Director or Officer of the Corporation who is the Director or Officer of another organization or whose spouse, sibling, child or parent has a substantial financial interest including a compensation arrangement or investment interest in such other organization shall be "interested" in or have an "interest" in such other organization.

Any interested Director or Officer shall disclose such interest to the Board of Directors and decline from voting on any contract or transaction with respect to such other organization.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

ARTICLE IV

Meetings

Section 1. Annual Meetings. There shall be an annual meeting within 120 days of the fiscal year end. The Board of Directors shall meet annually, at a time and place chosen by the Board, for the purpose of receiving the Annual Report, electing Directors and such other business as the Board may determine, including the election of Officers. The Annual Report shall include the following:

- (1) The assets and liabilities of the Corporation, as of the end of the last fiscal year;
- (2) The principal changes in assets and liabilities during said fiscal period;
- (3) The revenue or receipts of the Corporation during said fiscal period;
- (4) The expenses or disbursements of the Corporation, during said fiscal period.

A copy of this Annual Report shall be kept with the Corporation's records.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held no fewer than four (4) times a year at such times and places as may be fixed from time to time by resolution of the Board of Directors.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President, or by two other Directors. Notice shall be by mail or telephone and shall state the purpose, time and place of the meeting.

Section 4. Notice of Meetings of the Board. Meeting notices shall be given not less than 3 days for special meetings, and not less than 10 days for regular and annual meetings, nor more than 45 days before the date set for a meeting to each Director entitled to vote at such meeting. If the meeting is a special meeting, the notice shall state the purpose for which the meeting is called and indicate at whose direction the meeting is being called.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 5. Use of Telephone. Any Director may participate in a meeting of the Board of Directors or a committee by means of a conference telephone or similar communications equipment allowing all persons participating in meeting to hear each other at the same time.

Section 6. Action Without Meeting. Any action to be taken by the Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action in writing. Such written consent shall be filed with the records of the meetings of Directors and shall be regarded for all purposes as a vote at a meeting.

ARTICLE V

Committees

Section 1. Nominating Committee. Within 120 days of the next annual meeting, the Board shall appoint no fewer than 3 persons, a majority of whom shall be members of the Board of Directors, to the Nominating Committee for the purpose of presenting at the Annual Meeting a slate of persons to be Directors to vacant or newly created Director positions as well as a slate of individuals to serve as Officers.

Section 2. Committees. The Board of Directors may create such standing committees, special committees and committees of the Corporation as it deems desirable. The members of committees of the Corporation shall be elected by the Board of Directors, may include persons who are not members of the Board, and shall be subject to the provisions of the Not-for-Profit Law applicable to Officers. Special committees and committees of the Corporation shall have such authority as the Board shall by resolution provide.

ARTICLE VI

Officers

Section 1. Description. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer. Any two offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. *Except for the Executive Director who shall be appointed by the Board of Directors,* all officers shall be appointed by the Board to hold office for the term of one year from the annual meeting until the next annual meeting, and each shall hold office for such term and until his/her successor has been appointed and qualified. No officer may serve more than 3 consecutive terms in the same office.

Section 3. President. The President shall preside at all meetings of the Board of Directors. The President shall be an ex officio member of all standing committees and shall in general supervise and manage all of the business and affairs of the Corporation, subject to the control of the Board of Directors. The President shall have power to sign and execute all contracts and instruments of conveyance, approved by the Board of Directors, in the name of the Corporation, to sign checks, drafts, notes and orders for the payment of money, and to appoint and discharge agents and employees. The President shall be the *public spokesperson for the Corporation* and perform all the duties usually incident to the office of President. The president shall be a member of the Board of Directors.

Section 4. Vice-President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-president shall have such powers and perform such duties as may be delegated whereunto by the President or prescribed by the Board of Directors.

Section 5. Secretary. The Secretary shall take minutes at all meetings. The Secretary shall maintain the records of the expiration date of the Director terms and be responsible for recommending to the Board a policy for the care and custody of Corporate records and for complying with notification and record-keeping requirements including the maintenance of meeting minutes. The Secretary shall, in general, perform all the duties incident to the office of Secretary. The Secretary is not required to be a member of the Board of Directors.

Section 6. Treasurer. The Treasurer shall be responsible for developing and recommending to the Board policies for the care, custody and disbursement of Corporate funds, for maintenance of the Corporation's financial books and records and for all accounting matters. The Treasurer shall report the financial condition of the Corporation at regular meetings of the Board or whenever the Board may so require. The Treasurer shall be a member of the Board of Directors. The position of Treasurer may be served by two individuals, each having the title of Co-Treasurer.

Section 7. Sergeant at Arms. The Sergeant of Arms shall have the authority to keep order during the meetings of the Corporation at the direction of the President and to assist in the practical details of organizing meetings including maintaining and enforcing time limits to topics of discussion. The Sergeant at Arms may be assigned from time to time any other administrative or custodial functions by the Board of Directors.

Section 8. Restriction on Activities. No committee of Officer of the Corporation shall initiate, foster, or carry on any kind or manner of activity which may commit the Corporation to a policy, measure, attitude or expense until the plan, project or work shall have been studied and approved by resolution by the Board of Directors.

Section 9. Removal of Officers. Any officer elected by the Board may be removed by the Board without cause.

Section 10. Vacancies. If the office of any Officer becomes vacant, the Board of Directors may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of his predecessor and until a successor is elected or appointed and qualified.

Section 11. Compensation of Officers. No compensation shall be paid to any Officer for services to the Corporation as an Officer of the Board of Directors; but may be reimbursed for the expenses reasonably incurred in the performance of such duties.

ARTICLE VII

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and terminate on the last day of the following December.

Section 2. Corporate Seal. The Corporation shall have no seal.

Section 3. Signatures on Checks, Drafts, Notes and Other Obligations. All checks, drafts, notes or other obligations of the Corporation shall be signed by the President and/or such other Officers of the Corporation or by such persons as may be authorized by the Board of Directors.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Contracts. The Board of Directors may authorize any Officer or Officers, agents or agents of the Corporation, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6. Pledge of Credit. No Officer or agent of this Corporation shall pledge the credit of the Corporation for any sum of money without express authority by resolution of the Board of Directors.

Section 7. Annual Statement. The Treasurer shall submit to the Board of Directors, within 120 days of the fiscal year end, a statement of the financial condition of the Corporation, including a consolidated balance sheet showing the assets and liabilities of the Corporation and a profit and loss statement covering the preceding fiscal year.

Section 8. Notices and Waivers of Notices.

a. Whenever any notice of communication is required by these bylaws to be given by mail, it shall, except as otherwise expressly provided in these by-laws, either be personally delivered or mailed to the person to whom it is directed at the address designated by him for that purpose or, if none is designated, at his last known address. Any notice or communication may alternately be communicated by e-mail to the most recent electronic address furnished to the Organization, provided that the sender has verified electronically that the communication has not been returned as undeliverable.

b. Notice of all meetings of the Board shall be given, as prescribed in these bylaws, to each Director entitled to vote at each meeting.

Section 9. Indemnification of Directors and Officers. The Corporation may indemnify by purchase of insurance its Officers and Directors as the Board may deem appropriate within the full extent permitted by the laws of the State of New York.

Section 10. Amendment and Repeal. By-laws may be amended, repealed, or adopted only by a vote of two-thirds of those Directors present and voting.

ARTICLE VIII

Dissolution

Section 1. Adopt Plan. The Board of Directors shall adopt a plan for dissolution and distribution of assets in accordance with the purposes of the Corporation and the requirements of the Certificate of Incorporation.

Section 2. Distribution of Assets. In the event of the dissolution, all remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to a tax-exempt not-for-profit Corporation or such other Organization as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended or to another Organization to be used in such a manner as in the judgement of a Justice of the Supreme Court of the State of New York will best accomplish the general purpose for which this Corporation was formed.

Adopted by the Initial Board of Directors.

Date: 2007