

## JORDAN COMMUNITY COUNCIL, INC. BYLAWS

### ARTICLE I - OFFICES

Section 1.01 Name and Location of Corporation. The name of this not-for-profit Corporation is Jordan Community Council, Inc., and it shall provide services in the Village of Jordan and the County of Onondaga and the State of New York. Its principal office is located at P.O. Box 582, Jordan, New York 13080.

### ARTICLE II - PURPOSES

Section 2.01 Purposes of the corporation. The purposes for which the Corporation is formed are as follows:

1. To initiate and coordinate the efforts of the community to produce a recreational and educational twelve-month program for the welfare of all of the people of the Village of Jordan and the Jordan Elbridge Central School District.
2. To cooperate with federal, State, county and local agencies and authorities in the furtherance of programs which will tend to promote common community objectives, on strictly non-sectarian and non-political lines.

### ARTICLE III - MEETINGS

Section 3.01 Annual Meeting. The Board of Directors of the Corporation shall meet annually to elect successive Directors and to transact any business that may come before the Board. The Board shall determine the time and place of the annual meeting and the Secretary shall notify all Directors in writing or by personal contact of such time, place, and purpose or purposes thereof. If mailed, such notice shall be addressed to each board member entitled to vote, at his or her address as it appears on the books and records of the Corporation.

At least ninety days before the Annual Meeting, the Board shall appoint a Nominating Committee of three or more members who shall nominate at least one nominee for each available seat on the Board.

Section 3.02 Regular Meetings. The Board of Directors of the Corporation shall meet at least on a quarterly basis following the annual meeting to transact business of the Corporation. The time and place of the regular meeting shall be typically at 7:00 p.m. on the evening of the fourth Monday of each month.

Section 3.03 Special Meetings. The Board of Directors of the Corporation may meet at any time that 2 (two) members of the Board make such a request in writing to the President of the Board. Notice of such a meeting must be given in writing to each member of the Board at least 1 (one) day before the meeting by

either mail or phone,

Section 3.04 Notification of Annual and Regular Meetings. The Secretary of the Corporation shall notify all Board members of the annual and regular meetings of the Board in writing. Written notice of regular meetings is not required when a Board member is present at a meeting where the date, time and place of the regular meeting has been announced.

Section 3.05 Quorum. A quorum of Board members is achieved when at least five of the thirteen elected or appointed Board members are present. Unless otherwise stated in the Bylaws, a quorum is required at all annual, regular or special meetings of the Board of Directors. The Board of Directors may adjourn any meeting to another time and place despite the absence of a quorum. Except as otherwise provided by law or stated in these Bylaws, any business may be transacted at any meeting of the Board at which a quorum is present. The act of a majority of a quorum at a meeting, regular or special, shall constitute the act of the Board of Directors.

Section 3.06 Voter Eligibility. All duly elected and appointed members of the Board shall be eligible to vote at all meetings of the Board of Directors.

Section 3.07 Taking of Votes. The following procedure shall be followed in taking votes:

1. A motion will be presented to the Board for consideration. 2. The motion will be seconded by a different Board member than the person who originally presented the motion.
3. The Board will debate the motion. 4. The vote shall be taken by voice or a show of hands or any other way on which the Board decides.

The Secretary of the Corporation shall record the final outcome of the vote along with a brief description of the considered motion.

Section 3.08 Written Consent of Directors in Lieu of Meeting. Any action required or permitted to be taken by the Board of Directors or by a committee empowered by the Board may be taken without a meeting of the Board of Directors or a meeting of the committee if all members of the Board (or committee) consent in writing or by telephone conferencing provided that a written confirmation is sent within three days to the adoption of a resolution authorizing such action. Each resolution adopted in this manner and the written consents authorizing the adoption shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.09 Meetings by Conference Telephone. Any one or more members of

the Board of Directors or of any committee of the Board may participate in a meeting of the Board (or committee) by use of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### ARTICLE IV -- BOARD OF DIRECTORS

Section 4.01 Power of Board and Qualification of Directors. The Corporation shall be managed by its Board of Directors. Each Director shall be at least eighteen (18) years of age.

Section 4.02 Number of Directors. The number of directors constituting the entire Board shall not be less than 6 (six). The number of Directors may be increased or decreased at any time and from time to time by amendment of the Bylaws or by action of majority vote of the entire Board, except that in no case may any decrease in the number of Directors shorten the term of any incumbent Director.

Section 4.03 Election and Term of Directors. The term "Board of Directors" shall mean the total number of Directors entitled to vote at the Board of Director's annual meeting, as if there were no vacancies. The term of office for all Board members will be for a period of 3 (three) years.

Section 4.04 Meetings of the Board of Directors. The Board of Directors may designate the place, date and time (within or without New York State) in which to hold annual, regular or special meetings. The Board shall meet at least on a quarterly basis.

Section 4.05 Board Vacancies. If a directorship becomes vacant for any reason, the Board of Directors may elect a new Director at the next annual meeting. Alternatively, the Board, in its discretion, may hold a special meeting to appoint a person to fill a vacant Board position before the annual meeting. If a special meeting is held, a majority vote of the Board of Directors is required to appoint a Director. Any person appointed shall serve only for the remaining term of his/her predecessor.

Section 4.06 Board Resignations. Any Director may resign from his/her Board position at any time by delivering a resignation, in writing, to the Secretary of the Corporation. Such resignation shall be deemed effective thirty (30) days after receipt by the Secretary unless an earlier date is specified in the resignation.

Section 4.07 Removal of Directors. Any Director may be removed for cause by a majority vote of the Board of Directors provided a quorum of Directors is present at the meeting. The Secretary of the Corporation must provide written notice to all Directors that a motion to remove a Director will be presented during the

meeting. A

removal vote may be taken at an annual or regular meeting of the Board, or at a special meeting of the Board called for that purpose.

Section 4.08 Removal for Absence from Meetings. Any Director may be removed from the Board if they miss two (2) consecutive meetings during their term of office.

## ARTICLE V - OFFICERS

Section 5.01 Designation. The principal officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. No individual may hold more than one office at a time. The Board of Directors may appoint other officers as in their judgment may be necessary.

Section 5.02 Election of Officers. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. The term of office will be for one year but the officers serve at the pleasure of the Board.

Section 5.03 Removal of Officers. Upon a majority vote of the Board of Directors (at a meeting in which a quorum of Directors must be present) any officer may be removed, for cause or for non-performance of his or her duty. The Secretary of the Corporation must provide written notice to all Directors that a motion to remove an Officer will be presented during the meeting. A removal vote may be taken at an annual or regular meeting of the Board, or at a special meeting of the Board called for that purpose. The successor to the removed officer may be elected at any regular or annual meeting of the Board of Directors or special meeting of the Board of Directors called for such purpose.

Section 5.04 Powers and Duties of Officers.

A. President. The President, in addition to the regular duties pertaining to the office, shall appoint any special committees that are necessary to carry out the aims of the council, and with the approval of the Executive Board, shall appoint standing committees. The President shall by an ex-officio member of all committees.

B. Vice President. in the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall also perform such other duties and have such powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

C. Secretary. The Secretary shall keep an accurate record of all meetings of the Council; keep and call the roll of membership to all meetings; notify the members of the Council of the time and place of all meetings; notify all members of committees of their appointments; and shall read a report of all the year's work at the annual meeting. The Secretary shall perform all the duties incident to the office of Secretary and perform other duties as the Board may from time to time provide.

D. Treasurer. The Treasurer shall keep an itemized account of all money received and paid out by the Council; deposit all funds in a bank designated by the Executive Board; pay by check all bills authorized by the Council or Board; and present a yearly report at the annual meeting which has been examined and approved by an auditor appointed by the President. The Treasurer shall perform other duties as the Board may from time to time provide.

Section 5.05 Newly Created Officer Positions and Vacancies. The Board of Directors may create new officer positions, as it deems necessary. All newly created officer positions will be filled by election through a majority vote of the Board of Directors at an annual meeting or regular meeting of the Board, or a special meeting of the Board called for that purpose. A quorum of Directors must be present in order to elect officers. The Board or President may appoint a Director to fill a vacant officer position to serve until the next regular meeting of the Board.

Section 5.06 Resignation of Officers. Officers of the Corporation may resign by informing the Secretary of the Corporation, of their intention to resign, in writing. All written resignations will be deemed effective thirty (30) days after the Secretary receives the notice unless the notice specifies another date.

## ARTICLE VI - COMMITTEES AND ADVISORS

Section 6.01 Committees and Advisors. From time to time, the Board of Directors may appoint any number of persons as advisors to the Corporation to act either singly or as a committee or committees.

## ARTICLE VII - AMENDMENTS

Section 7.01 Amendments to Certificate of Incorporation. The Certificate of Incorporation may be amended by the Board of Directors pursuant to § 802 of the New York Not-for-Profit Corporation Law.

Section 7.02 Amendments to Bylaws. These Bylaws may be amended or repealed and new Bylaws may be adopted. Changes to the Bylaws will require the modification to be proposed at any annual meeting or regular meeting, or a special meeting of the Board called for such purpose where a quorum of

Directors is present. The Board will vote on the proposed changes at the next annual meeting or regular meeting, or a special meeting of the Board called for such purpose where a quorum of Directors is present. A majority of the Board of Directors must vote for the proposed modification to change the Bylaws. The Secretary or President of the Corporation must notify all Directors in writing when a modification to the Bylaws is to be proposed and voted.

#### ARTICLE VIII - INDEMNIFICATION

Section 8.01 Indemnification. The Corporation shall provide indemnification of its Directors and Officers to the fullest extent permitted by law except in relation to matters as to which such Director or Officer is adjudged to have breached his or her duty to the Corporation.

#### ARTICLE IX - MISCELLANEOUS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 9.02 Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.03 Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer and in accordance with generally accepted accounting principles.

Section 9.04 Auditing and Annual Reports. At the close of each fiscal year, the books and records of the Corporation may be audited by a certified public accountant or such other person approved by the Board of Directors. The Board may direct that an annual report be prepared from these books and records.

#### Article X - DISSOLUTION

Section 10.01 The Jordan Community Council may be dissolved by a vote of two thirds of the sitting Officers and Directors at any meeting.

Section 10.02 Once all the financial obligations of the Jordan Community Council are satisfied, the remaining assets will be liquidated and the funds will be distributed on a pro rated basis to the top five organizations that received the highest total aggregate amount over the previous five years.

