

**Constitution and Bylaws of the
North Winton Village Association, Ltd.**

Constitution

- ARTICLE I NAME AND PUROSE**
- Section 1 The name of the organization is NORTH WINTON VILLAGE ASSOCIATION, LTD. (NWVA)
- Section 2 The purpose of the NWVA is to promote, organize, and conduct preservation, beautification, cultural and educational activities intended to improve the character and quality of the North Winton Village Neighborhood in the City of Rochester.
- ARTICLE II BYLAWS**
- Section 1 Bylaws will be established, as set forth below, for the purpose of governing the operations and administration of NWVA.
- Section 2 Bylaw amendments shall be adopted by an affirmative 2/3 vote of those present at a regularly constituted meeting of the NWVA Board of Directors.
- ARCICLE III MEMBERSHIP**
- Section 1 Membership qualifications and requirements for membership and termination of membership shall be specified in the Bylaws.
- ARTICLE IV DUES**
- Section 1 Dues shall be specified by the Bylaws. All or part of the payment of dues may be deferred or waived by the Board of Directors.
- ARTICLE V MEETINGS**
- Section 1 An Annual Meeting of the Membership shall be held in April of each year to elect Officers, receive reports, and perform other functions that are required by law or specified in the Bylaws. The Chair or Co-Chairs or, in the Chair/Co-Chairs' absence, the next highest officer will preside at the Annual Meeting.
- Section 2 Regular or special Membership meetings, other than the Annual Meeting, can be arranged as prescribed in the Bylaws.
- Section 3 Ten (10) members shall constitute a quorum for any Membership Meeting.

ARTICLE VI

OFFICERS

Section 1

There shall be a Chair or Co-Chairs, a Vice-Chair, a Secretary and a Treasurer all whom shall be elected for a one (1) year term and shall have responsibilities as prescribed in the Bylaws.

ARTICLE VII

BOARD OF DIRECTORS

Section 1

The Board of Directors, hereinafter referred to as the Board, shall be the governing body and set the policies of the NWVA.

Section 2

The Board of Directors shall consist of those individuals whose names are set forth in the Certificate of Incorporation. The Board of Directors shall set the policies and direction of the NWVA. The Board shall consist of the Officers of the NWVA, the Past Chair/Co Chair most recently retired, a Chairperson from each Standing Committee, at least four (4) business members, and other persons as needed and selected by a vote at the Annual Membership meeting. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendations on behalf of the NWVA and shall strictly comply with the Bylaws. They shall have full voting powers as members.

Section 3

Directors shall inform the officers and membership of their intentions to remain on the Board at the time of the Annual Meeting. A Director shall be added or removed by a 2/3 majority of Officer, Board Members and members at a general membership meeting or at the Annual Meeting. *Vacancies occurring among the Directors during the year should be filled by a majority vote of those remaining members of the Board to fill out the remainder of the unexpired term.*

Section 4

The Board shall hold an organizing meeting in April, following the Annual Meeting of the NWVA.

Section 5

A quorum of the Board shall be at least five (5) members.

Section 7

The Board shall meet at least three (3) times a year. Notice must be given, either via mail or email, at least seven (7) days prior to the meeting, along with the Agenda. These meetings shall be conducted in an open session; however, only Board members are allowed to vote.

Section 8

The Board of Directors shall be elected at the Annual Meeting, as further described in the Bylaws.

ARTICLE VIII NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Section 1 At the meeting annual meeting, the Directors shall submit to all voting members at the meeting, a list of nominees for Officers and Directors as presented to them from the Nominating Committee, as described in the Bylaws. This shall be at least 7-15 days before the Annual Meeting.

ARTICLE IX AMENDMENTS

Section 1 Amendments to the Constitution or the Certificate of Incorporation may be proposed to the Board by any Member, Officer or Director of the organization to be voted on and adopted or rejected by the majority of the vote of the Board.

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Bylaws

ARTICLE I

MEMBERSHIP

- Section 1 Membership is open to all adults (18 years or older) who have an interest in promoting the objectives and purposes of the NWVA.
- Section 2 Membership of an organization, business, corporation, association or partnership, which have an interest in promoting the objectives and purposes of NWVA.
- Section 3 The Board of Directors shall make any final decisions as to the eligibility of adults or organizations wishing to join if there is a question as to ~~their~~ eligibility.
- Section 4 Payment of dues shall entitle the dues payer to be a voting member of the NWVA.

ARTICLE II

DUES

- Section 1 Annual dues for membership are as follows:
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|-----------------------|------|
| Individual/household | \$10 |
| Business/Organization | \$45 |
- Section 2 Dues of Members shall be payable from July 1st of each year through June 30th of the following year. Dues are not refundable.
- Section 3 The NWVA fiscal year shall run from April 1st of each year through March 31st of the following year.

ARTICLE III

MEETINGS

- Section 1 The Board of Directors shall establish the time and place of the Annual Meeting and give the general membership at least seven (7) days notice.
- Section 2 The Board of Directors or the Chair/Co Chairs—may call a Membership Meeting. The Members shall be given the purpose of the meeting.
- Section 3 “Robert’s Rules of Order” shall govern the conduct of all meetings of the NWVA.

Section 4 All meetings shall be open to the membership at all times.

ARTICLE IV ELECTION OF OFFICERS AND DIRECTORS

Section 1 If no more than one (1) candidate is nominated for each office, election of the Officers and Directors may be by voice vote at the Annual Meeting.

Section 2 If any office is contested, ballots bearing the names of the candidates, and the office for which they seek election, shall be given to all voting NWVA Members at the Annual Meeting. The candidate receiving the largest number of votes for an office shall be elected to it. The Directors shall ensure the validity of the ballots cast.

ARTICLE V DUTIES OF OFFICERS

Section 1 New Officers shall assume the duties of their offices at the Annual Meeting.

Section 2 The Chair or Co-Chairs shall preside at all meetings of the organization and shall appoint all committee heads and special committees as may be authorized by the Directors and the membership. The Chair or Co-Chairs shall be an Ex-officio member of all NWVA Committees. The Chair or Co-Chairs prepare the agendas for all meeting of NWVA and acts as the spokesperson for the organization or appoints others to do so in specific instances. The Chair or Co-Chairs oversee the division of responsibilities among Officers. The Chair or Co-Chairs deal with all items requiring organizational decisions; allocating responsibility for making decisions to appropriate groups or individual including himself or herself.

Section 3 The Vice-Chair assumes the responsibilities of the Chair or Co-Chairs in his or her absence or disability. The Vice-Chair will give particular attention to overseeing a portion of the organization's activities, especially committees, programs, and coalitions as determined in consultation with the Chair or Co-Chairs.

Section 4 The Secretary will have responsibility for seeing that minutes of meetings are taken, approved and stored. He or she will send notices of meetings to those who are entitled. He or she will have

responsibility to see that a master list of Membership and Constitution and Bylaws are up to date.

Section 5 The Treasurer shall have charge of the NWVA funds, and shall keep a regular account of them. The Treasurer shall make disbursements of the funds that are authorized by the Membership. All bills amounting to more than \$5.00 shall be paid by check.

Section 6 The Treasurer shall have the power to appoint up to two (2) other persons to sign checks on behalf of the NWVA, and shall notify the Co-Chairs. These persons shall be approved by the Treasurer.

Section 7 All grants must be approved by the Board before being submitted.

ARTICLE VI ORGANIZATION

Section 1 The Chair or Co-Chairs may appoint any special Committee deemed necessary. The Committee Chairperson of a special Committee shall serve upon the recommendation of the Chair or Co-Chairs.

Section 2 The standing Committees of the NWVA are Beautification, Zoning, Web Site/Social Media, Safety, Arts Festival, Economic Development, Grants and Funding, and Membership. Standing Committees must make at least one verbal report of activities before a general membership meeting each year. Each Standing Committee should meet as needed and/or requested by the committee chairperson

The Secretary will notify all committee chairpersons (Standing and Special) of the time and date of regularly scheduled Board meetings. Committees chairpersons should make arrangements with the Secretary at least two (2) weeks prior to the Board meeting to report current activities and financial requests be reported in person or in writing for the Board's consideration and approval if needed.

Section 3 All external committee activities such as correspondence, news releases, or public statements stating or implying a position of NWVA must be reviewed in content (not structure) by the Chair or Co-Chairs prior to its release. A copy must be given to the Secretary.

Section 4 No NWVA Committee shall be limited by its number of members and shall be open to all Members willing to participate in that committee's activities unless otherwise stated in these Bylaws.

Section 5 Disclaimer: Officers, Directors or Members shall not be held liable for ay accidents, debts, or liabilities incurred by NWVA.

ARTICLE VII ANNUAL MEETING

Section 1 Officers, Directors, and members will establish at a membership meeting the date, place and time of the Annual Meeting and will consequently notify the membership of the organization at least seven (7) days before the meeting.

Section 2 A Nominating Committee shall be formed to create the slate of candidates for Officers and/or Board Members to be put forward at the Annual Meeting. The Nominating Committee shall consist of the Chair or Co-Chairs, and each of them will select 2 people (for a total of 4), as well as two (2) business Board members. The candidates shall be those persons who have shown an interest in carrying out their job duties and following the Bylaws of the NWVA, and who are willing to make a contribution to the NWVA.