

# Constitution and By-laws

## ROSEDALE RESIDENTIAL ASSOCIATION White Plains, New York

Adopted: March 26, 1987

Amended: April 19, 1993

Amended: April 25, 2001

Amended: May 3, 2007



# **CONSTITUTION**

## **Article 1. - Name**

The name of the Association shall be the Rosedale Residential Association and it shall be located in the City of White Plains, Westchester County, New York.

## **Article 2. - Purpose**

The purpose of the Association shall be: (i) to support and promote the welfare of the City of White Plains in general and the interests of the residents of the Rosedale area in particular; (ii) to take such action as it deems prudent with respect to changes or modifications of zoning ordinances or other actions which may be detrimental to the property or living conditions of such residents; and (iii) to cooperate with local authorities and other civic organizations with the common goal of maintaining the City of White Plains as a fine place in which to live or work.

## **Article 3. - Membership**

The Association shall be composed of those residing in the City of White Plains in the area known as Rosedale, which is designated as Area 26 & 27 on the Neighborhood Associations Map maintained by the Department of Planning of the City of White Plains, as amended June 1998, and who shall subscribe to the objects of the organization, its rules and regulations and who shall annually pay the dues provided for in the By-Laws.

## **Article 4. - Election of Officers and Executive Board; Meetings of Executive Board**

The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. They shall be elected at the Annual Meeting of the Association and serve until their successors shall have been chosen. In the event a vacancy exists for the position of any officer during such term, the President or Acting President may fill such vacancy subject to the approval of the Executive Board.

The Executive Board shall consist of the four officers and ten members who shall be elected at the Annual Meeting and shall serve until their successors shall have been chosen. In the event a vacancy exists for the position of an elected member during such term, the President or Acting President may fill such vacancy subject to the approval of the Executive Board.

The Executive Board shall meet from time at the call of the President or Acting President, or upon written notice at the call of four members of the Executive Board. Eight members shall constitute a quorum.

Subject to the approval of the Executive Board, the President shall appoint a chairman of the nominating committee. Such chairman shall appoint at least two additional members. The nominating committee shall present a slate of proposed officers and other Executive Board members at the Annual Meeting, and shall endeavor to balance its slate so that the various neighborhoods comprising the Association are represented. Other nominations shall be eligible for consideration provided written notice, endorsed by three or more members of the Association specifying the candidate and the office, shall have been received by the Secretary and the chairman of the nominating committee at least seven days prior to the Annual Meeting.

## **Article 5. - Voting, Quorums, Meetings and Fiscal Year**

Pursuant to Article 3, each household shall constitute one member and be entitled to one vote, if present, at any Special, Emergency or Annual Meeting of the Association. The presiding officer shall be entitled to vote only in the event of a tie.

Unless the Constitution or By-laws provide otherwise, Robert's Rules of Order, as last revised, shall govern.

A quorum shall consist of twenty-five members in good standing at any Annual, Special or Emergency Meeting.

The Fiscal Year shall be January 1<sup>st</sup> to December 31<sup>st</sup>. The Annual Meeting shall be held during April or May of each calendar year within the City of White Plains at a time and place determined by the Executive Board, provided at least fourteen days written notice shall have been given to the members. Such notice shall state that the purpose of the meeting is to conduct the election of officers and other Executive Board members and shall contain the report of the nominating committee, the method by which other nominations may be made and the proposed agenda.

Special Meetings may be held at the call of the President, Acting President or a majority of the Executive Board. Special meetings may also be held upon the written request of ten members of the Association which request shall specify the reason therefor and be delivered to the President or Acting President and the Secretary. The Executive Board shall forthwith set a time and place for such meeting which shall be held within fourteen days of such call or the receipt of such request (or at such later time as may be designated by the Executive Board) within the City of White Plains and, in addition, shall provide seven days notice of the meeting to the members and the reason therefor.

Emergency Meetings may be held within the City of White Plains at the call of the President or Acting President with the approval of the Executive Board provided at least three days notice is given to the members setting forth the nature of the emergency. No other business may be conducted at such meeting.

### **Article 6. - Amendments**

The Constitution may be altered, amended or replaced at any Annual or Special Meeting of the Association by a two-thirds vote of the members present, provided at least seven days written notice of the complete text of such proposed alteration, amendment or replacement has been given the members.

The By-laws may be altered, amended or replaced: a) at any meeting of the Executive Board by a two-thirds vote of the members thereof, provided at least seven days written notice of the complete text of such proposed alteration, amendment or replacement has been given to such members, or b) in the manner provided for amending the Constitution.

# By-Laws

## Article 1. - Duties of Officers

The President shall preside at all meetings of the Association and the Executive Board and shall perform all other duties usual to the office.

The Vice President shall perform such duties as the President shall delegate and in the absence, disability or incompetence of the President, as determined by the Executive Board in its sole discretion, shall be the Acting President.

The Secretary shall keep minutes, notify the Executive Committee and members of meetings, attend to correspondence and perform such other duties as are usual to the office.

The Treasurer shall keep a record of the financial transactions of the Association, collect dues and other funds and make disbursements subject to the approval of the Executive Board, and shall perform such other duties as are usual to the office.

The Executive Board shall constitute the governing body of the Association and shall supervise and manage its affairs.

## Article 2. - Dues and Assessments

Dues shall be twenty-five dollars per household, payable at the end of each fiscal year for the coming year. Of the amounts so collected, five dollars shall be deposited in a bank account maintained by the Association for the retention of attorneys or other professionals when in the discretion of the Executive Board such retention is desirable to achieve the purpose of the Association as set forth in clause (ii) of Article 2 of the Constitution, provided, however, no additional funds shall be retained whenever such account exceeds \$30,000. The remainder of the dues shall be deposited in a bank account for the general operations of the Association.

Voluntary special assessments may be levied by a two-thirds vote of the members of the Executive Board in the event the President or the Acting President deems it in the best interests of the Association.

## Article 3. - Committees

An Audit Committee shall be appointed by the President which shall audit the accounts of the Association within sixty days of the Annual meeting.

A Planning and Zoning Committee shall be appointed by the President which shall report to the President and the Executive Board as occasion may require.

A Nominating Committee shall be appointed in the manner provided for in Article 4 of the Constitution.

Special committees may be appointed by the President as occasion may require.

## Article 4. - Order of Business

Unless approved otherwise by the members, the following shall be the order of business at all meetings.

1. Reading and approval of the minutes of the previous meeting.
2. Treasurer's report.
3. Committee reports.
4. Old business.
5. New Business.
6. Election of Officers and other Executive Board members (Annual Meeting only).
7. Adjournment.

## Article 5. - Amendments

The By-laws may be altered, amended or replaced in the manner provided for in Article 6 of the Constitution.