

Washington Park Neighborhood Association, Inc.

Article I – Name

The name of the organization shall be “Washington Park Neighborhood Association, Inc.”

Article II – Purposes

Section 1. The purposes of the Association shall be the preservation and improvement of the Washington Park area in the City of Albany, New York, which area is more particularly defined in section 2 of the article. Such preservation and improvement shall include, but not be limited to, building, rehabilitation, promulgation and enforcement of desirable zoning, enforcement of municipal services, abatement of nuisance and preservation and development of Washington Park.

Section 2. The Association shall be concerned with the geographic area surrounding Washington Park. This will hereinafter be referred to as “the area,” and includes all blocks or streets facing, or bordering, Washington Park, plus Sprague Place, Spring Street from Lark Street to Northern Boulevard, Englewood Place and Thurlow Terrace.

Article III – Membership

Section 1. Resident membership: any resident of, owner of property, or organization with headquarters in the area shall be eligible for resident membership in the Association. A resident member shall be entitled to voting privileges.

Section 2. Memberships shall be acquired upon the payment of dues, and shall be evidenced by the records of payments maintained by the Treasurer.

Section 3. The Board of Directors shall fix dues.

Article IV – Board of Directors

Section 1. General powers: the affairs of the Association shall be managed by its Board of Directors.

Section 2. Number and qualifications, election and tenure: the Board of Directors shall consist of nine members, which shall include the officers of the Corporation. Members of the Association shall be qualified to be Directors of the Association if they own property within the area or are renters within the area who have been members of the association in good standing for five consecutive years. Members of the Board of Directors, other than the officers of the association, shall be elected at the annual meeting in accordance with Article VI, Section 1 of these by-laws. Each Director should hold office for two years, or until his successor shall have been elected and qualified.

Section 3. Regular meetings: the Board of Directors shall provide (by resolutions) for the holding of regular meetings (of the board) (without any other notice than such resolutions).

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by, or at the request of, any two Directors.

Section 5. Quorum: a majority of the Board of Directors (5) shall constitute a quorum for the transactions of business at any meeting of the Board.

Section 6. Vacancies: Any vacancy occurring in the board of Directors shall be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 7. Expulsion: A Director can be removed from office by a vote of 2/3 of the Board of Directors (6).

Article V – Officers

Section 1. The officers of the Association shall be a President, a Vice President, a Treasurer, a Recording Secretary and a Corresponding Secretary.

Section 2. Election and term of Office: Officers of the Association shall be elected every two years at the annual meeting of the membership in accordance with Article VI Section 1 of these by-laws. Each officer shall hold office until his/her successor shall have been duly elected and shall have been qualified unless removed from office in accordance with Article IV Section 7.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of Directors for the unexpired portion of the term.

Section 4. President: The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He/she shall preside at all meetings of the members and board of Directors. He/she may sign any instruments that the Board of Directors have outlined to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Association; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President: In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to the restrictions on the President. The

Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6. Treasurer: The Treasurer shall have charge and custody and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors: and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 7. Recording Secretary: The Recording Secretary shall keep the minutes of the meetings and of the Board of Directors; be custodian of the Corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the corporation under its; Seal is duly authorized in accordance with the provision of these by-laws; and in general perform all duties incident to the office of Secretary which are not otherwise delegated to the Corresponding Secretary by Section 8 of this article, and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

Section 8. Corresponding Secretary: the Corresponding Secretary shall see that all notices are duly given in accordance with the provision of these by-laws or as required by law; keep a register of the post office address of each member which shall be furnished to the Corresponding Secretary by such members; and shall be primarily responsible for the correspondence of the Board of Directors and Officers.

Article VI – Meetings of Members

Section 1. The first annual meeting of the members of the Association shall be held within three months after the adoption of these by-laws. The annual meeting of the members shall thereafter be held in the month of October, at a time and place to be fixed by the Board of Directors for the purpose of electing the Officers and Directors of the Corporation and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings: The President or Board of Directors may call special meetings of the members.

Section 3. Notice of Meetings: The written or printed notice stating the place, day and hour of meetings of members shall be delivered, either personally, or by mail, to each member not less than 10 days before such meeting; by or at the direction of the President, the Corresponding Secretary, or the persons calling the meeting. In case of a special meeting or when required by the statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Action Without Meeting: Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members may be taken

without a meeting if the consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum 10 members shall constitute a quorum at any meeting. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Election of Directors and Officers: All members of the Board of Directors and Officers of the Association shall be elected every two years at the annual meeting. The Board of Directors shall appoint a nominating committee from its members, which will make nominations for members of the Board of Directors and the Officers of the Corporation. Such nominations shall accompany the notice of the annual meeting. Nominations can be made from the floor.

Article VII – Committees

Section 1. General: The Association shall have the following permanent committees: Membership, Zoning, Park, Traffic and Safety, and any other committees the Board of Directors may from time to time create. Each committee shall have at least three members, which shall be chosen by the President from among the members of the Association.

Article VIII – Fiscal Year

The fiscal year shall commence Jan 15 each year.

Article IX – Amendments

The Certificate of Incorporation and by-laws of the Association may be amended by the vote of the majority of the members of a quorum at a meeting duly called for such purpose.

Article X– Adoption

The Constitution and by-laws of the Association shall take effect when adopted by a majority vote at a meeting called for that purpose.

Article XI – Limitations

No part of the entire earnings of the Association, if any, shall inure to the benefit of any individual or member.

No part of the activities of the Association shall involve attempts to influence legislation by propaganda or otherwise, and the Association shall not participate in any way in political campaigns.

Article XII – Dissolution

In the event of the dissolution of the Corporation, the residual assets shall be turned over to an organization which itself exempt under Section 501 of the Internal Revenue code, and whose goals are compatible with those of the Association. None of the assets shall be distributed to the benefit of any private individual.

