

# **Middle Country Coalition for Smart Growth**

## ***By-Laws***

### **Mission**

The Middle Country Coalition for Smart Growth is an evolving not-for-profit organization with representatives from a broad spectrum of community groups that guides the development and revitalization of Centereach and Selden. The Coalition supports and works on a variety of projects that focus on the improvement of the physical environment and the creation of public spaces, and serves as the go-to organization for up-to-date information on community initiatives. Through collaboration, communication, and education, we aim to build communities that have a unique sense of place; preserve and enhance natural and cultural resources; expand the range of transportation, recreation, business and housing options; support long-range, regional sustainability; and promote beautiful, safe and accessible environments.

## **ARTICLE I**

### ***Organization***

#### **Section 1: Name**

The Middle Country Coalition for Smart Growth, Inc (Coalition) is incorporated as a 501(c)(3) not-for-profit corporation under the laws of New York State and, as such, will observe all local, state and federal laws, which apply.

#### **Section 2: Purpose**

The Coalition is established for the benefit of the hamlets of Centereach and Selden, and its purpose is to oversee and promote the principles of smart growth and community revitalization in the Middle Country Community.

#### **Section 3: Properties**

The name “Middle Country Coalition for Smart Growth, logo, and website are the property of the Coalition and may not be used without permission of the Board of Directors. The principle office shall be located in Centereach or Selden, Town of Brookhaven, County of Suffolk, State of New York at such location as the Board determines.

## **ARTICLE II**

### ***General Membership***

#### **Section 1: Eligibility for Membership**

Membership in the Coalition shall be open to members of the Middle Country business, not for profit and education community, and individuals who live or work in the Middle Country district or entities that have a vested interest in the prosperity and welfare of Middle Country.

## **Section 2: Types of Membership**

- a) **Business Membership** – Any eligible person, organization, association or corporation may acquire one full membership in the Coalition by applying for membership and paying dues based on a fee set by the Board. Business or organizational members are eligible to serve on the Board.
- b) **Individual Membership** - Any eligible person, organization, association or corporation may acquire one full membership in the Coalition by applying for membership and paying dues based on a fee set by the Board. Individual members are ineligible to serve on the Board.
- c) **Honorary Membership** – Distinction in public affairs and/or an elected position shall confer eligibility to honorary membership. The Board shall confer honorary membership by a majority vote. Honorary members shall have all the privileges of individual members except the obligation to pay dues.

## **Section 3: Application for Membership**

Applications for membership shall be in writing on forms provided for that purpose and accompanied by dues.

## **Section 4: Termination of Membership**

- a) **By Resignation** – Any member may resign from the Coalition upon written notice to the Board of Directors.
- b) **For Nonpayment** – Any business, organization or member whose dues are sixty (60) days in arrears shall be considered a lapsed member and shall not have a vote.
- c) **For Conduct** – Any member may be terminated by a two-thirds vote of the Board for conduct unbecoming a member or prejudicial to the aims or repute of the Coalition, after notice and opportunity for a hearing are afforded the member complained against. The Board may revoke honorary memberships at any time by a majority vote.
- d) Upon resignation or termination, all paid dues shall be considered forfeit.

# **ARTICLE III**

## ***Board of Directors***

### **Section 1: Composition of the Board**

The Coalition shall be run under the leadership of a Board of Directors (Board) that consist of not less than nine (9) nor more than nineteen (19) members including 5 elected

officers. Members shall be responsible for communication with their respective community organizations and conveying their group's views and wishes.

- a) Permanent representation shall be conferred to the Centereach and Selden Civics, School District, Library and Chamber of Commerce.
- b) Additional board members shall serve as representatives of a community organization.
- c) Except for the two civic organizations, no more than one representative of an organization can serve on the board, at the same time. The civic organizations will each have two representatives on the board.
- d) Each Board member shall be responsible for chairing and/or being actively engaged on at least one (1) committee; securing an organization membership on behalf of their respective organization and maintaining their own individual membership.
- e) Individuals cannot serve on the Board but may volunteer to serve on a committee.

## **Section 2: Powers**

The government and policy-making responsibilities of the Coalition, subject to the limitations contained in these bylaws shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs. Each Board member shall have one vote, and powers equal to each other to adopt rules for conducting business of the Coalition. Alternates may attend in place of board members and may vote on their behalf.

A majority of the Board or fifty-one percent (51%) including at least one elected officer shall constitute a quorum.

## **Section 3: Meetings**

The Board will meet no less than six (6) times during the Coalition's fiscal year at a time and date established by the Board. Meeting dates and times will be recorded in the minutes and posted on the website.

## **Section 4: Appointments**

- a) Board members shall be selected by the nominating committee and appointed by the Board at the annual meeting. Their term of office shall be for three (3) years and begin in April, the first month of the fiscal year. There shall be no limits on the terms served.
- b) Any vacancies occurring on the Board during the year shall be filled only if the vacancy results in less than the minimum required, following the standard nominations guidelines.
- c) Any vacancies occurring among the officers during the year shall be filled for the remaining term of office by a majority vote of all of the remaining Board members at its first regular Board meeting following the creation of such vacancy, or at a special meeting of the Board called for that purpose.

## **Section 5: Officers**

Officers shall consist of the Chairperson, Secretary, Treasurer and two (2) at-large members who shall be nominated and elected by the Board at their annual meeting. The officers shall act on behalf of the Board for financial and business operations purposes and as official representatives of the Coalition for public relations and governance purposes.

- a) **Chairperson** – The Chairperson (Chair) shall preside at all meetings of the Board at which he/she is present. The Chair shall sign with the proper officers of the Chamber all contracts, securities, and other obligations of the Coalition in the name of the Coalition, and shall have a general oversight of the affairs and finances of the Chamber. The Chair shall be an ex-officio member of all committees except the Nomination Committee.
- b) **Secretary** – In the case of the absence or disability of the Chair, the Secretary shall perform the duties of the office. The Secretary shall be responsible for the recording and preservation of the minutes of all regular and special meetings of the Coalition, and perform such other duties as may pertain to this office or as may be imposed by the Board.
- c) **Treasurer** - The Treasurer shall have custody of all of the funds of the Coalition, shall disburse funds as authorized by the Board, shall render an account of all moneys received and expended by the organization at its regular meetings and at other times when requested by the Board, and shall perform such other duties as may pertain to this office or as may be imposed by the Board. The Treasurer shall maintain ongoing financial records and these books shall at all times be open to inspection by the Board. The Treasurer shall serve as chair of the budget committee.
- d) **At-Large Members** – Two at-large members shall serve as officers of the Coalition and serve as chairs of the nominating and public relations committees.

## **Section 6: Removal**

Any Board member or officer may be removed from office by a unanimous vote of the remaining Board for conduct unbecoming a Board member, or otherwise detrimental to the goals or reputation of the Coalition or for missing of three (3) consecutive board meetings without approval of the Chair. Such removal may occur only after said Board member is duly notified, and an opportunity for a hearing is provided.

## **Section 7: Resignations**

Any Board member may resign at any time by delivering a resignation in writing to the Chair, or by orally resigning at a meeting of the Board (which shall be duly noted in the

minutes), acceptance of the resignation, unless required by its terms, shall not be necessary to make resignation effective.

### **Section 8: Indemnification**

The Coalition may, by resolution of the Board, provide for indemnification by the Coalition of any and all current or former Board members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Board members of the Coalition, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### **Section 9: Conflict of Interest**

For purposes of this provision, the term "interest" shall include personal interest, interest as a Board member or officer or having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Coalition.

No Board member or officer of the Coalition shall be disqualified from holding any office in the Coalition by reason of any interest in any concern. A Board member or officer shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Coalition or with any entity with which the Coalition is an affiliate. No transaction of the Coalition shall be void by reason of the fact that any Board member or officer has an interest in the concern with which such transaction is entered into, provided:

- a) The interest of such Board member or officer is fully disclosed to the Board and noted in the minutes of a regularly scheduled Board meeting. No interested Board member or officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized and the minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
- b) Such transaction is duly approved by the Board not so interested or connected as being in the best interests of the Coalition and payments to the interested board member or officer are reasonable and do not exceed fair market value.

# **ARTICLE V**

## ***Committees***

The Chair shall appoint and/or discharge all committees as necessary, subject to confirmation by the Board. The Chair shall be an ex-officio member of all Committees.

### **Section 1: Meetings**

Committee meetings may be called by the committee's chair when necessary but no less than one (1) time annually. Minutes will be recorded and approved by the committee and submitted to the Board at its next regular meeting.

### **Section 2: Quorum**

A majority of the committee members shall constitute a quorum based on the registered number of members of the committee. For committees having more than five (5) members, three (3) shall constitute a quorum.

### **Section 3: Limitation of Authority**

No action by any committee member shall be binding upon, or constitute an expression of, the policy of the Coalition until it shall have been approved or ratified by the Board.

### **Section 4: Standing Committees**

- a) **Executive Committee** – This Committee shall be comprised of the five (5) elected officers and shall exercise such power and authority of the Coalition in the general and daily management of the Coalition, except the power to adopt, amend, or repeal the bylaws. The Chair of the Coalition shall serve as committee Chair.
- b) **Community Fair Committee** – This Committee shall be comprised of at least three members and shall be responsible for arranging for the Coalition's annual community fair, which shall be sponsored in partnership with the Library and held annually at the Centereach building. A Board member and Library representative shall serve as Chairs. Membership is open to any Coalition member.
- c) **Public Relations Committee** – This committee shall be comprised of at least three Board members and shall oversee the Web site, newsletters, brochures and any other materials designed for the purposes of promotion and marketing of the Chamber. A Board member shall serve as Chair. Membership is open to any Coalition member.
- d) **Budget and Finance Committee** – This Committee shall be comprised of at least three members and shall prepare the annual budget and investigate and make recommendations with regard to the financial operations of the Chamber. The Treasurer shall serve as Chair.

- e) **Nominating Committee** – This Committee shall be comprised of three Board members and shall propose to the membership the names of persons to be nominated as officers and at-large members of the Board. It shall prepare a slate, and conduct the vote at the Coalition’s annual meeting and in accordance with the requirements of the bylaws. A Board member shall serve as Chair.
- f) **Membership Committee** – This Committee shall be comprised of at least three Board members and shall be responsible for obtaining new members to the chamber; recommending annual dues, membership benefits, and membership guidelines; and overseeing all other matters pertaining to the general membership. A Board member shall serve as Chair.

### **Section 5: Ad-Hoc Committees**

Ad-hoc committees may be formed as needed by a majority vote of the Board. Examples of ad-hoc committees are outreach and historical/preservation committees.

## **ARTICLE VI**

### ***Finances***

#### **Section 1: Dues**

Membership dues shall be at a rate determined annually by the Board, are payable in advance, and non-refundable.

- a) **Organization/Business Membership** – Organization/Business membership dues shall be paid upon application and due annually during the anniversary month of when the member joined the Coalition. Two membership levels are available: those with revenues greater than \$1 million and those with revenues less than \$1 million.
- b) **Individual Membership** – Individual membership dues shall be paid upon application and due annually during the anniversary month of when the member joined the Coalition.
- c) **Honorary Membership** – The dues for honorary members are waived.

#### **Section 2: Funds**

All money paid to the Coalition shall be placed in a general operating fund or a reserve fund as determined by the Board. The Coalition shall use its funds only to accomplish the objectives and purposes specified in these bylaws. Checking Accounts and any other Bank Account deemed necessary or fiscally responsible shall be opened in bank branches whose offices reside within the Middle Country Community, and offer banking services at a free or comparatively moderate fee.

### **Section 3: Disbursements**

- a) **Budgeted Items** – Upon approval of the budget, the Chair is authorized to make or authorize the Treasurer to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board. Disbursement shall be by check.
- b) **Non-budgeted Items** – Any expenditure not outlined in the adopted budget that exceeds \$500 requires approval by a majority of the Board. Disbursement shall be by check.
- c) **Checks** – The Board shall establish the signatory requirements for checks during a regularly scheduled Board meeting.
- d) **Donation Requests** – Requests for donations shall go to the Board for determination. The Board shall base approval of such requests on both the availability of budgeted funds and its relevance to the objectives and purposes of the Coalition.

### **Section 4: Fiscal Year**

The fiscal year of the Coalition shall begin on the first day of April and end on the last day of March of each calendar year.

### **Section 5: Budget**

The budget and finance committee shall prepare a budget to be presented and adopted by the Board at its March meeting, one month prior to the beginning of the fiscal year.

## **ARTICLE VII**

### ***Dissolution***

On dissolution of the Coalition, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board.

## **ARTICLE VIII**

### ***Parliamentary Authority***

The current edition of *Roberts Rules of Order* shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the bylaws of the Coalition.

## **ARTICLE IX**

### ***Amendments***

New By-Laws may be adopted or these By-Laws may be amended or repealed by a two-thirds (2/3) vote of the Board. The process to accomplish the adoption, amendment, or repeal of a By-Law will be as follows:

1. Any proposed amendments or alterations shall be submitted to the Board in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon. A motion will be made and seconded at a regular meeting of the Board. There will be discussion on the motion.
  
2. The motion will then be tabled until the next meeting of the Board. Notice of adoption of new by-laws or proposed changes to existing by-laws will be made available to the entire Board prior to or together with notice of the next meeting.
  
3. At the next meeting of the Board, the motion will then be reread, discussed, and voted upon and reported in the minutes of the meeting.

**Adopted:** March 27, 2007

**Amended:**