

BY-LAWS

White Plains Council of Neighborhood Associations

I. Organization

1. The Name of the organization is the White Plains Council of Neighborhood Associations (WPCNA). It is a non-profit, non-political, voluntary organization whose members are the autonomous neighborhood associations in White Plains, NY (the City).
2. Its Purpose is to enhance the quality of life in the City by
 - a) Promoting discussion and cooperation among its members, and
 - b) Apolitical advocacy and civic activism on their behalf.

II. Membership

1. WPCNA membership shall be open to all active neighborhood associations in the City.
2. An “active neighborhood association” is defined as an organization that meets at least one of the criteria in Section VII, Paragraph 2 below.
3. Each neighborhood association may designate one of its members, not necessarily an officer, to serve as a WPCNA Voting Delegate. Other representatives of a neighborhood association may participate in WPCNA proceedings, but only the Delegate can vote.
4. New neighborhood associations may apply for membership to the WPCNA Membership Committee. Neighborhood associations that have not actively participated in WPCNA proceedings for at least 10 years may also apply as new associations.

III. Meetings

1. WPCNA meetings are defined as **Regular, General** or **Special**. Except as noted in Paragraph 4, all meetings are open to all residents of White Plains, the media, and other interested parties. Meetings will be conducted consistent with *Roberts’ Rules of Order Newly Revised*.
2. **Regular** meetings shall take place on the second Tuesday of each month from January through November, and at least once per calendar quarter. Normal business, including voting on matters of importance to the

Membership, accepting new associations as members, and voting on amendments to the By-Laws, may be transacted at Regular meetings.

3. A **General** meeting shall be held each year in December, usually on the second Tuesday, for the purpose of electing officers for the following year, and to conduct normal business.
4. **Special** meetings may be called by the Board of Directors or on petition of one-third of the active neighborhood associations. At least seven days advance notice via mail, phone, email or fax must be given to member associations. Special meetings may be closed to persons other than Officers and Delegates.

IV. Eligibility for Office

1. An Officer of WPCNA must be a member of an active neighborhood association.
2. An Officer of WPCNA may not concurrently hold an elected or policy-making office in the City of White Plains, the County of Westchester, or the State of New York, or be a candidate for such office. This does not apply to civil service appointees.
3. Should an Office fall vacant, the President may appoint a replacement subject to
 - a) Paragraphs 1 and 2 above, and
 - b) Confirmation by the Delegates at the next meeting of the Membership.The replacement Officer shall serve until the next general election of Officers.
4. The President or Co-Presidents may not hold office for more than two consecutive years, but may be re-elected after an interregnum of at least two years.

V. Composition and Responsibilities of the Board of Directors

1. The **Board of Directors** (The Board) shall comprise, at a minimum, a President, a Vice-President, a Secretary and a Treasurer. At the discretion of the Delegates, two Co-Presidents and two Vice-Presidents may be elected. The duties of the Office of Secretary may be divided between a Recording Secretary and a Corresponding Secretary. Past

Presidents and Co-Presidents may be included on The Board as non-voting members.

2. Officers shall assume office in January, or the month after which WPCNA elections were held, and serve through December, or until new officers have been elected.
3. The **President** is responsible for the day-to-day functioning of WPCNA and shall
 - a) Preside at meetings of the Membership and at meetings of The Board, and
 - b) Appoint members of any Standing or Ad-Hoc committees.The President may perform other duties that may from time to time be authorized by the Delegates to further the purposes of the WPCNA.
4. The **Vice-President** shall preside over meetings of the Membership and The Board in the absence of the President and may be assigned other duties by The Board, including appointment to Standing and Ad-Hoc committees. Should the Office of President become vacant, the Vice-President shall assume the Office. If two Vice-Presidents are eligible to assume the vacant Office, the choice shall be made by The Board.
5. The **Office of Secretary** is responsible for taking minutes at meetings of the Membership and preparing them for adoption at the next meeting. Such duties devolve on the Recording Secretary if the responsibilities of the Office of Secretary are divided. The Secretary will also be responsible, with the approval of The Board, for preparing and distributing communications, publications, notices and bulletins. Such duties devolve on the Corresponding Secretary if the responsibilities of the office are divided.
6. The **Treasurer** is responsible for the orderly maintenance of WPCNA financial accounts, including deposit of funds received into the WPCNA bank account, payment of bills and reporting of the Association's financial position to the Delegates at each General meeting and at such other times as determined by The Board. The Treasurer shall share check-writing authority with at least one other Board member.
7. The **Board** shall be responsible for scheduling meetings, setting and distributing agendas and, subject to approval by the Delegates, setting the schedule of dues.

VI. Standing Committees

1. The WPCNA Standing Committees shall be a **Nominating**, a **Program**, a **Membership** and a **Rules Committee**. The Board, at its sole discretion,

may define additional Ad-Hoc Committees for any legitimate purpose. Additional Standing Committees may be defined, without amending the By-Laws, by a vote of the active associations eligible to vote.

2. Members and chairs of all WPCNA committees shall be assigned by the President with the advice and consent of The Board.
3. The responsibility of the **Nominating Committee** shall be to recruit individuals willing to stand for election for the following year. Members of the Nominating Committee shall be appointed no later than the November Regular meeting and serve until the election of officers is complete. Individuals other than those proposed by the Nominating Committee may be nominated by the Delegates.
4. Members of the Nominating Committee may not nominate themselves for Office, but may be nominated from the floor by Delegates at a meeting of the Membership.
5. The responsibility of the **Program Committee** shall be to coordinate guest speakers and other presentations for meetings of the Membership.
6. The responsibility of the **Membership Committee** shall be to
 - a) Facilitate the inclusion of all neighborhood associations in WPCNA;
 - b) Review the applications of new neighborhood associations; and, at the direction of The Board,
 - c) Assist residents of the City in the formation of new neighborhood associations or the revival of inactive ones.
7. From time to time questions of interpretation of these By-Laws may arise and shall be submitted, at the discretion of The Board, to the **Rules Committee** for adjudication. The Committee shall rule directly on issues that, in its opinion, can be resolved by interpretation, and recommend appropriate changes to the By-Laws for issues deemed more substantive
8. The Rules committee shall consist of three members, including at least one current member of the Board of Directors and at least one Delegate who is not an Officer. The President shall hold a non-voting seat.
9. Questions submitted to the Rules committee shall be decided by majority vote of the entire Committee.

VII. Elections and Eligibility for Voting

1. The election of WPCNA officers shall take place at the General Meeting held in December unless a different time has been specified by The Board

and agreed to by a majority of the Voting Delegates. At such election each active association eligible to vote shall be entitled to vote for one candidate for each open office.

2. The Board shall consider an association to be "active" if it meets at least one of the following criteria:
 - a) The association can present evidence of having held at least one general membership meeting within the past two years;
 - b) The association can present evidence of a current bank account in the name of the association;
 - c) The association can present a list of names and addresses of its Officers and of active members representing a significant portion of the residents of its community.
3. Once an association has established its active status it shall not be required to do so again unless The Board may reasonably conclude that its status has changed by virtue of failure
 - a) To attend meetings of the Membership for more than one year, or
 - b) To respond to repeated attempts to contact its Delegate or Officers.
4. An association shall be considered eligible to vote if it is an active member and has paid its dues for the current year. Annual dues are payable by the March Regular meeting.

VIII. Quorum Requirements

A quorum for conducting regular WPCNA business shall be one-third of the active associations eligible to vote except for the following activities:

1. For approval of the scheduling of Special meetings, a quorum shall consist of one-quarter of the active associations eligible to vote.
2. For the purpose of
 - a) Amending the By-Laws,
 - b) Electing officers,
 - c) Admitting new member associations,
 - d) Adopting resolutions, or
 - e) Creating Standing committees,a quorum shall consist of a simple majority (more than half) of the active associations eligible to vote.
3. Board meeting quorums shall consist of a simple majority (more than half) of the Board members. Members may participate by telephone, mail, email or fax.

IX. Voting Requirements

1. Proxy voting is permitted for all WPCNA purposes. A vote transmitted by mail, email or fax to the Secretary (or Recording Secretary as applicable) shall be considered a proxy vote. The Board shall determine the validity of proxy votes.
2. A simple majority (more than half) of the active associations eligible to vote and present in person or by proxy is required to elect officers, pass resolutions, admit new member associations, and create Standing committees.
3. A super majority (two-thirds) of the active associations eligible to vote and present in person or by proxy is needed to amend the By-Laws.

X. Amending the By-Laws

The By-Laws may be amended by the following procedure:

1. The text of the proposed amendment(s) must be forwarded to all active associations at least four calendar weeks prior to the meeting in which the amendment(s) will be brought to a vote. The notice shall include a list of all associations currently active and eligible to vote. Notice of the meeting may be transmitted by mail, email or fax.
3. Notice of the vote must be included on the agenda of the meeting at which the vote is to be taken. Notice of the meeting and the text of the amendment(s) may be transmitted simultaneously.

XI. Miscellaneous Governing Practices

1. Neither the WPCNA, nor its Officers or Delegates shall speak or act on behalf of a member association against its wishes.
2. WPCNA Officers and Delegates may not speak or act on behalf of WPCNA without its express authority.
3. When WPCNA Officers or Delegates of WPCNA publicly articulate positions that reflect the consensus of the Delegates, they must state the degree of unanimity and the names of dissenting associations.

These newly revised WPCNA By-Laws were prepared by Joel Rudikoff and edited by Lou Bruno and Candyce Corcoran on 6/25/2008.