

SHOREHAM CIVIC ORGANIZATION

P.O. Box 944
Shoreham, NY 11786

CONSTITUTION AND BY-LAWS ADOPTED June 17, 2009

CONSTITUTION

ARTICLE I – NAME AND INCORPORATION

- Sec. 1 This organization shall be known as the Shoreham Civic Organization, Inc. and hereinafter in this Constitution and By-Laws shall be referred to as the SCO.
- Sec. 2 The SCO shall be incorporated as a Not for Profit Corporation in the State of New York.
- Sec. 3 The SCO shall operate as a Not-for-Profit Corporation under section 501(c)(4) of the Internal Revenue Code.
- Sec. 4 In the event the SCO dissolves, all money in the treasury shall be donated to a 501(c)(3) non-profit charitable institution or institutions acceptable to the State of New York.

ARTICLE II – OBJECTIVES AND PURPOSE

- Sec. 1 The SCO shall study and discuss the needs of the community and take direct action to promote civic principles in the Shoreham community.
- Sec. 2 The SCO shall maintain and encourage an interest in the actual and proposed activities of each political unit to which we pay taxes whether it be the fire district, library district, school district, town, county, state or nation.
- Sec. 3 The SCO shall serve this community and its individual members as an informational resource in matters of concern and interest.
- Sec. 4 The SCO shall be non-partisan and non-sectarian in its activities, and shall take no part in, or lend its influence to, the election or appointment of any candidate for national, state, county, town, local or school office.

ARTICLE III – TERRITORIAL LIMITS

Sec. 1 The territorial limits of the SCO shall be the area defined by Zip Code 11786 and the Community of Leisure Glen.

ARTICLE IV – MEMBERSHIP

Sec. 1 Membership in the SCO shall be as an individual, a resident household or a property owner as defined in **Article I, Section 1** of the By-Laws.

ARTICLE V – FISCAL YEAR

Sec. 1 The fiscal year of the SCO shall begin on the first day of October and end on the thirtieth day of September in each year.

ARTICLE VI – AMENDMENTS

Sec. 1 This Constitution and By-Laws may be amended as follows:

- A. A proposed Amendment shall be submitted in writing to the Governing Board (Officers and four (4) Directors) and after completion of their review shall be read to the members at the next regular or special meeting.
- B. Written notice of a meeting to conduct the vote along with a proxy ballot shall be sent to all "Members in Good Standing" to inform them that a proposed amendment or amendments are going to be voted upon. Notification of the forthcoming vote shall also be posted on the SCO's website.
- C. Amendments to the Constitution or By-Laws shall require a two-thirds approval of those "Members in Good Standing" present, and those who have cast their votes by proxy at an annual.

ARTICLE VII – INTERPRETATION

Sec. 1 The SCO Governing Board shall be the final authority in the interpretation of this Constitution and By-Laws.

BY-LAWS

ARTICLE I – MEMBERSHIP AND DUES

- Sec. 1 Any individual, resident household or property owner within the territorial limits as defined in **Article III, Section 1** of the Constitution of this organization, eighteen (18) years or older, may apply for membership in the SCO.
- A. Individual Membership – A resident (owner or tenant) living within the territorial limits defined in **Article III, Section 1** of the Constitution.
 - B. Resident Household Membership – A resident household consists of all persons occupying a housing unit irrespective of housing type or size, and regardless of the relationship of the occupants of the household within the territorial limits defined in **Article III, Section 1** of the Constitution.
 - C. Property Owner membership – A person not qualifying for membership as an individual or a household who owns developed or undeveloped property within the territorial limits defined in **Article III, Section 1** of the Constitution.
- Sec. 2 An individual, resident household or property owner applying for membership in the SCO must complete a Membership Registration Form and pay dues for the current year. This may be done either in person at a regularly scheduled civic meeting or by mail.
- Sec. 3 Dues for each membership category shall be determined by the Governing Board, shall be announced at the June Annual meeting and shall be payable in the month of September. Memberships in arrears by October 15 shall be ineligible to vote as a voting membership as defined in **Article VI, Section 2** in the By-Laws at meetings or by proxy until the dues are current. When dues remain unpaid by December 15, the individual, resident household or property owner shall be informed by a letter from the Membership Secretary that they will be removed from membership in the SCO unless the delinquent dues are paid within twenty (20) days of the date of the notice.
- Sec. 4 Regardless of the number of resident households or properties owned an individual may only possess one SCO membership.
- Sec. 5 To qualify as a "Member in Good Standing," dues for the current fiscal year must be paid by October 15 and three (3) regular meetings must have been attended by an individual, a member of the resident household (18 or older) or property owner within the current fiscal year. If dues are paid after October 15, an individual, a member of the resident household (18 or older) or the property owner must attend three (3) regular meetings within the current fiscal year subsequent to the dues becoming current.
- Sec. 6 Memberships shall have voting privileges as defined in **Article VI, Section 2** in the By-Laws.

Sec. 7 A member whose action or behavior is detrimental to the ideals and purposes of the SCO or to the members thereof, may be requested to resign by the SCO President upon written recommendation of a majority of the Governing Board. In the event that such a member shall fail to comply with the request of the SCO President, the member may be expelled at any regular meeting of the SCO by a majority vote of the "Members in Good Standing" present and voting, provided that two (2) weeks notice has been sent to all "Members in Good Standing" of the SCO stating that such a vote will be taken at the meeting. The vote shall be by secret ballot.

Prior to the Governing Board making any recommendation regarding expulsion of a member, the Governing Board shall first notify such member of the charges against them, and permit them to appear before the Governing Board to answer such charges. The accused member shall be presented with such charges in writing.

ARTICLE II – MEETINGS

Sec. 1 Regular meetings of the SCO shall be held monthly from September through June. Special meetings shall be called by the President at the request of at least five members. The Annual Meeting shall be held in June of the current fiscal year.

Sec. 2 All official meetings of the SCO require a quorum of the membership. Ten "Members in Good Standing" shall constitute a quorum at the Annual Meeting. Five "Members in Good Standing" shall constitute a quorum at special and regular meetings.

Sec. 3 All members must complete the Sign-in sheet at every SCO meeting they attend. This Sign-in sheet shall be deemed the official record of attendance.

Sec. 4 The order of business at the regular meetings shall be:

- Reading of the Minutes
- Reports of Officers
- Reports of Committees
- Communications
- Unfinished Business
- New Business

Sec. 5 At special meetings nothing can be considered beyond the subject for which the meeting was noticed in accordance with **Sec. 10**, below.

Sec. 6 The Treasurer shall report the balance in the treasury at each monthly meeting and all disbursements and income since the previous month's report.

Sec. 7 The rules contained in "Roberts Rules of Order Revised" (RROR) shall govern the SCO's procedures in all cases to which they are applicable and in which they are

consistent with the By-Laws of the SCO. In the event that there is an inconsistency between the SCO By-Laws and the RROR, the By-Laws shall take precedence.

Sec. 8 Non-expense appropriations more than \$150 in value cannot be proposed and approved at the same meeting. Such appropriations can only be proposed at a regularly scheduled meeting and voted on at the next scheduled meeting. A condition of the vote is that the membership shall be informed of the proposal in writing (mail or e-Mail) prior to the scheduled vote.

A "non-expense appropriation" is defined as an expenditure by the SCO for no-service rendered (such as donations and gifts).

"Expense appropriations" are defined as expenditures for services rendered to, or materials received by, or the ordinary operating expenses of the SCO.

Sec. 9 A majority vote of the individual, resident household or property owner membership present at a regular, special, or Annual Meeting shall determine the policy of the SCO. No Officer, Director or member shall make a statement contrary to this policy when representing the SCO. Eligibility to vote on issues, elections and amendments is defined in **Article VI** of these By-Laws.

Sec. 10 Written (mail or e-Mail) notice shall be sent to members not less than fourteen (14) days before each special meeting or a meeting to amend the Constitution or By-Laws.

ARTICLE III – OFFICERS AND DIRECTORS

Sec. 1 Officers of the SCO shall consist of President, Vice President, Recording Secretary, Treasurer, and Membership Secretary. The Directors shall consist of four (4) members. Together, the Officers and Directors constitute the Governing Board of the SCO.

Sec. 2 Only a person who has been a "Member in Good Standing" for the preceding twelve (12) months in the year in which he/she is seeking election and who is a resident (maintains his/her permanent domicile within the territorial limits stated in the Constitution **Article III, Section 1**) of Shoreham can be a candidate for an Officer's or Director's position. A candidate for President must have either been a sitting member of the Governing Board as an Officer or a Director for at least twelve (12) months within a two-year period prior to the time of taking office or been a "Member in Good Standing" for three consecutive years prior to the time of taking office. The Governing Board may waive any of the above qualifications by a simple majority vote of all Board members.

Sec. 3 The Officers and Directors shall be elected as defined in **Article V** of these By-Laws.

Sec. 4 The Officers and Directors shall hold office for a period of two years or until their successors are elected and assume office. They may be re-elected to the same position for two additional successive terms, but after an absence of one year from the Governing Board, they may be re-elected or appointed to the Governing Board for a full term or to fill a vacancy. The President, Membership Secretary and Treasurer are elected in one year and the Vice President and Recording Secretary are elected in the alternate year. Two Directors are elected in alternating years.

Sec. 5 Duties of Officers are described as follows.

1. The President shall –

- be the Executive Officer of the SCO and be a member of and Chairperson of the Governing Board
- preside at all regular, special and executive meetings of the SCO and of the Governing Board
- conduct all meetings in a just and impartial manner
- implement the policy of the SCO as directed by the membership
- represent and/or speak on behalf of the SCO to the public and as such may voice only what is in the best interests of the SCO
- appoint and be an ex-officio member of all committees except the nomination committee
- have the power to appoint additional committees if and when he/she deems them necessary
- assign and coordinate the SCO Officers' responsibilities for the activities of various committees
- sign contracts with the Governing Board's approval and cosign checks
- accept letters of resignation
- fill vacancies by appointment subject to a two thirds (2/3) approval by the Governing Board
- enforce the Constitution, By-Laws, rules and regulations applicable to the SCO
- decide all questions of order, and shall act as judge at, and declare the results of, all elections
- be responsible for providing a detailed agenda (or appoint, at his or her discretion, an Officer to do so) prior to all general meetings and meetings of the Governing Board
- maintain custody of the SCO's books and records

2. The Vice President shall –

- act in the absence of the President, perform all duties and exercise all powers delegated herein to the President (in the absence of the President and the Vice

President, a member shall be chosen by majority vote from the Governing Board to act temporarily)

- attend meetings of the committees assigned to report to the Vice President
 - cosign checks when required
3. The Recording Secretary shall –
- take minutes of meetings of the SCO and Governing Board and keep an accurate record of the proceedings
 - forward the minutes to the President for final editing before posting on the SCO's website
 - preserve all documents and communications
 - maintain the official voting records of the SCO
 - be the custodian of the Constitution and By-Laws
4. The Membership Secretary shall –
- record all applications for membership and verify the eligibility of those seeking membership to join the SCO
 - maintain a current roster of all members, along with their names, addresses, phone numbers and e-Mail addresses
 - forward any announcements, communications or reports that may be requested by the President to the current membership
 - keep an account of the financial standings in the SCO for each member
 - send dues invoices via mail or e-Mail to the prior year's members in the month of September
 - collect all dues and remit the same to the Treasurer for deposit
 - cosign checks when required
 - maintain a record of attendance of members at official monthly meetings
 - conduct membership drives as requested by the President
 - send all other notices as may be required by the Constitution or By-Laws
5. The Treasurer shall –
- receive all monies due or donated to the SCO and deposit the same in a secured institution of deposit selected and approved by the Governing Board of the SCO
 - pay all bills incurred by the SCO
 - draw and cosign checks and vouchers for the payment of money, together with the President, Vice President or Membership Secretary (be it understood that the Treasurer, the President, the Vice President and the Membership Secretary are empowered to sign checks or vouchers in the name of the SCO and that two of the four above mentioned signatures must appear on all checks or vouchers)

- keep a detailed and accurate account of the finances of the SCO in a ledger
- present a report at every meeting indicating receipts, expenditures and balances since the previous regular meeting
- prepare an annual report, which will be made available to the membership at the June annual meeting
- prepare and file all appropriate tax returns with the Internal Revenue Service
- cooperate in the preparation of any lawfully required audit

Sec. 6 Duties of Directors are described as follows.

1. The Directors shall –
 - recommend policy to the membership and assist the President in implementing the policy of the SCO

Sec. 7 The Governing Board shall consist of the five (5) Officers of the SCO and the four (4) Directors.

1. The Governing Board shall –
 - exercise a general supervision over the SCO

ARTICLE IV – VACANCIES

Sec. 1 Should the office of the President be vacated by reason of his/her death, resignation, retirement, disqualification, removal from office or otherwise, before the expiration of his/her term of office, the Vice-President shall automatically take over the duties of President for the unexpired term.

Sec. 2 In the event the office of any other Officer or Director is vacated by reason of his/her death, resignation, retirement, disqualification, removal from office or otherwise, before the expiration of his/her term of office, the Governing Board shall fill the office for the unexpired term.

Sec. 3 An Officer or a Director not attending three consecutive Governing Board sessions or three consecutive regular meetings, without a legitimate reason, shall be reported to the Governing Board for such action as said Governing Board may deem necessary.

Sec. 4 Any member of the Governing Board can fall subject to impeachment or removal from office if such member fails to meet the requirements for candidacy or fails to fulfill the duties of his/her office. Such impeachment or removal from office must be the result of an investigation conducted by a committee of three (3) Officers appointed by the Governing Board. The findings of the committee must be presented to the Governing Board for a vote by a quorum of seven (7) out of nine (9) members.

ARTICLE V – ELECTIONS OF OFFICERS AND DIRECTORS

- Sec. 1 Nominations of Officers and Directors shall be made by a Nomination Committee consisting of three (3) "Members in Good Standing," including not less than one Board member, selected by the Governing Board. The Nomination Committee shall be appointed at the February meeting. This committee is responsible for seeking and accepting qualified candidates who meet the requirements of **Article III, Section 2** of these By-Laws for the coming year. It should endeavor to nominate two or more candidates for each office. Nominees will be announced at the May meeting.
- Sec. 2 At the May meeting additional nominations will be accepted from the "Members in Good Standing." All such nominations must be seconded by a "Member in Good Standing." The nominee must agree to serve if elected. Nominations will be closed by simple majority approval of the "Members in Good Standing" at the May Meeting.
- Sec. 3 The election of Officers or Directors of the SCO shall take place at the June Annual Meeting. The duly elected officers shall assume their duties at the conclusion of the Annual Meeting.
- Sec. 4 During the procedure of election the meeting shall be presided over by the President or Vice President who is not a candidate for office in that election.
- Sec. 5 The election shall be by sealed paper ballot, which will list the candidates in alphabetical order. The ballots shall be received either prior to the meeting by mail or hand delivered at the meeting prior to the commencement of the vote tabulation. The sealed ballots shall be opened and shall be tabulated at the same meeting by two (2) Board members who are "Members in good Standing" and not candidates for office in that election.
- Sec. 6 The candidates receiving the largest number of votes for each of the specific offices for which they are nominated, shall be deemed elected.

ARTICLE VI – VOTING

- Sec. 1 Each individual member or property owner member attending an SCO meeting who meets the requirements of **Section 2** of this Article shall be eligible to cast one vote. Each resident household member (maximum of two per household) attending an SCO meeting who meets the requirements of **Section 2** of this Article shall be eligible to cast one vote.
- Sec. 2 An individual, a resident household or a property owner membership whose dues are current shall be eligible to vote as a voting member at a regular or special meeting in accordance with **Section 1** of this Article except for votes on amendments to this Constitution or By-Laws, or for elections of Officers or Directors of the SCO.

An individual, a resident household or a property owner membership that meets the requirements of a "Member in Good Standing" in accordance with **Article I, Section 5** of these By-Laws shall be eligible to vote for amendments to this Constitution or By-Laws and for elections of Officers and Directors in accordance with **Section 1** of this Article.

Sec. 3 Voting shall be conducted as follows: (1) for regular or special meeting issues, by a show of hands; (2) for amendments to the Constitution or By-Laws, by a show of hands or proxy ballot; and (3) for elections of Officers or Directors, by secret ballot as described below.

Sec. 4 Except for amendments to this Constitution and By-Laws covered under **Article VI** of the Constitution, issues requiring vote shall be decided by a simple majority of the eligible votes cast "aye" or "nay." The Membership Secretary shall be the final authority regarding the eligibility of an individual desiring to cast a vote.

Sec. 5 The Governing Board shall have no power to adopt, amend, or repeal the By-Laws.

Sec. 6 Absentee (proxy) ballots - All "Members in Good Standing" entitled to vote at the annual meeting shall be entitled to vote by absentee ballot on amendments to the Constitution or By-Laws, or for election of Officers and Directors.

Any absentee ballot conforming to the requirements of these By-Laws shall be deemed to be, and shall have the effect as, a proxy executed by the member in favor of the President, to cast the member's vote as specified by the member on the absentee ballot.

A member's absentee ballot conforming to the requirements of these By-Laws shall be deemed such member's presence by proxy provided however, a member present by proxy (absentee ballot) shall not be counted as present in person to fulfill that aspect of the quorum requirement.

A member's absentee ballot must be received by the SCO no later than the last business day before the annual election. Any absentee ballot not received at the time specified shall not be counted.

For each absentee ballot there shall be:

- A. an outside envelope to the member addressee
- B. an official election / amendment return envelope, distinctively numbered which must be signed by the voter to be valid
- C. a privacy envelope containing the ballot to be opened by the Tellers at the time of the election

At the Annual Meeting and election, Tellers appointed by the President shall check-off the names and envelope numbers against the roster of "Members in Good Standing." The Tellers shall preserve anonymity by separating the privacy envelope from the official

election return envelope prior to the opening of the privacy envelopes and tallying the ballots. Once a ballot has been submitted, it may not be rescinded or changed, except that any proxy ballot submitted before the meeting by a member who attends the meeting in person shall be destroyed by the Tellers and the member shall be entitled to complete and submit a new ballot at the meeting.

ARTICLE VII – COMMITTEES

Sec. 1 Committees for various functions of the SCO as defined in **Article VIII** and **Article IX** of these By-Laws shall be appointed by the President with the approval of the Governing Board.

Sec. 2 The purpose of said committees shall be to study and evaluate the specific charge of the committee and to report its findings to the Governing Board and the membership of the SCO. The President shall designate the duties of such committees, if not already defined by the By-Laws.

Sec. 3 The committee members shall consist of voting members (as defined in **Article VI** of these By-Laws) who are recommended by the President and approved by a majority of the Governing Board.

Sec. 4 The chair of the committee shall be selected by the President and where no such selection is made, elected by a majority of members of said committee.

Sec. 5 The chair of said committee will report on deliberations and progress made by the committee at a regular monthly meeting of the SCO. If the chair of said committee is unable to attend the regular monthly meeting, an alternate committee member shall make the report.

Sec. 6 Any members of a committee who shall, without reasonable excuse, fail to perform the duties of the committee or who is absent for three (3) consecutive committee meetings may be removed from that committee and a successor appointed by the President.

Sec. 7 Committees may be dissolved by a majority of the Governing Board, or an approved motion from the voting membership.

ARTICLE VIII – STANDING COMMITTEES

Sec. 1 There shall be the following Standing Committees composed of at least two (2) members each:

Highways, Roadside, and Beachfront
Membership and Publicity
Land Use

Sec. 2 Duties of the Standing Committees are described as follows.

1. The Highways, Roadside, and Beachfront Committee shall –
 - study public highway, roadside and traffic conditions
 - inform membership of conditions which can be improved
 - recommend actions and follow up with Town, County and State Agencies
 - work with community residents on particular road and traffic issues
 - work with community residents on particular beach/beachfront conditions
2. The Membership and Publicity Committee shall –
 - seek to enlist eligible residents to support the Organization
 - conduct membership drives
 - bring before the public the activities of the Organization
3. The Land Use Committee shall –
 - make reasonable efforts to learn of development plans that may impact the SCO's territorial limits and keep abreast of hearings or other municipal meetings to which the public may attend and participate, and notify the membership of same
 - monitor change of zone / change of use applications in the SCO's territorial boundary and report potential impacts to the Governing Board and the membership
 - recommend SCO support or opposition to the Governing Board as applications move through municipal review / approval processes

ARTICLE IX – SPECIAL COMMITTEES

Sec. 1 The President or a majority of the Governing Board may establish a Special Committee to address issues of interest that arise in the community.