

# **RCS COMMUNITY BUSINESS ASSOCIATION INC. BYLAWS**

## **ARTICLE I: NAME**

The name of this organization shall be the RCS Community Business Association, Inc. (hereinafter “RCS CBA”), organized as a not-for-profit corporation under the laws of the State of New York.

## **ARTICLE II: PURPOSE**

The purpose of the RCS CBA is set forth in the Certificate of Incorporation, as may be amended, and qualify RCS CBA for exemption from income taxation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as may be amended.

RCS CBA advances the general welfare and prosperity of Ravena-Coeymans-Selkirk and the surrounding communities by providing a unified voice and effective network for business, civic, cultural, and educational organizations. It is our belief that by building a more effective infrastructure for communications, planning, and action, RCS CBA will achieve the goal of economic prosperity with the preservation of our values and natural treasures.

## **ARTICLE III: LIMITATION OF METHODS**

Section 1. Non-Discrimination: RCS CBA shall admit members without regard to race, ethnicity, national origin, gender, religion, age, disability, health condition, veteran status, marital status, sexual orientation, political or union affiliation, or records of arrests or convictions.

Section 2. Non-Partisan: RCS CBA shall be non-partisan, non-sectarian, and shall take no part in or lend its support to the election of any candidate for public office. Notwithstanding the above, it shall be the purpose of this organization to educate the business community and represent them in village, town, county, state, and national legislative and non-partisan political affairs, and prevent or address controversies, which are detrimental to expansion and growth of business and community if they arise.

## **ARTICLE IV: MEMBERSHIP**

Section 1. Eligibility: All persons, associations, firms, corporations, partnerships or limited liability companies interested in the general welfare and prosperity of Ravena-Coeymans-Selkirk and its surrounding communities shall be eligible for membership in RCS CBA.

Section 2. Application for Membership: Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant or the applicant’s authorized representative. Upon receipt of the application and payment of dues the member shall be admitted and entitled to all benefits.

Section 3. Dues: Each member shall pay membership dues set by the Board of Directors. Dues shall be paid annually on the anniversary date of membership.

Section 4. Termination: a) Any member may resign from RCS CBA upon written request to the Board of Directors. The removal, resignation, incapacitation, insolvency, or dissolution of any association, corporation, partnership, or other member shall terminate its membership; b) Any member shall be expelled by the Board of Directors for non-payment of dues after ninety (90) days from the date due unless otherwise extended by the Board of Directors for good cause; c) Any member may be expelled by a majority vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to aims or repute of RCS CBA, after notice and opportunity for a hearing are afforded to the member complained against.

Section 5. Special Classes of Membership: The Board of Directors shall have the authority to establish special classifications of membership to accommodate retirees, students or other groups of people or entities who/that wish to participate in activities of RCS CBA.

## **ARTICLE V: BOARD OF DIRECTORS**

Section 1. Governance: The governance of RCS CBA shall be vested in a Board of Directors that shall have the power to direct and manage the general affairs of RCS CBA including setting policy in accordance with the laws of the State of New York. The Board shall control RCS CBA's property, be responsible for its finances, determine overall program direction and employ a chief staff person. The Board serves without compensation.

Section 2. Number and Geographic Representation: The Board of Directors shall consist of no more than thirteen (13) directors. A diligent and good faith effort will be made to comprise the Board according to geographic distribution of the membership.

Section 3. Terms: With the exception of the initial Board of Directors and Officers elected at the Organizational Meeting of the Membership in Spring 2017 who shall serve through Dec. 31, 2017, all terms shall commence on the first day of January.

Each person elected to the Board shall serve a two-year term, which may be followed by two (2) additional two (2) year terms, with the total terms served not to exceed six (6) years. After an absence of at least one (1) year from the Board, a former member may again be considered for membership on the Board in accordance with this provision. Beginning no later than year 2022, approximately one-third of all Board Members are to be elected annually.

Section 4. Election of the Board of Directors: The Chair, with the advice and consent of the Board, shall appoint a Nominating Committee of not less than two (2) members selected from the Board of Directors whose duty it shall be to nominate from the members of the RCS CBA, nominees to be voted on for vacancies on the Board of Directors. Annual elections shall be held in November for terms beginning the first (1<sup>st</sup>) day of the following year.

Upon appointment of the Nominating Committee, the President shall cause to be distributed a letter to each member of RCS CBA giving the date of the annual election, announcing the names of the Nominating Committee, explaining the election procedure, and inviting them to

submit in writing to RCS CBA's office, the names of members they recommend as nominees. The Nominating Committee will ascertain the willingness and qualifications of each person to serve before it recommends each person as a nominee. The Nominating Committee shall file a list of nominees, including a slate of officers, it recommends with the Board of Directors no later than thirty (30) days before the annual election.

On approval by the Board of the list, the Chair shall cause to be distributed no later than ten (10) days before the election, a ballot to each member of RCS CBA, listing the nominees and providing space for write-in nominees. The ballots will be returned to RCS CBA's office by the deadline indicated on the ballot.

The Chair will appoint two judges who are not members of the Board of Directors, with the approval of the Board, to supervise the election, tally the votes cast, and certify the results.

The nominees receiving the highest number of votes, up to the maximum available seats, are elected to the Board of Directors. In the event that a tie shall cause the incoming Board members to exceed the maximum number of available seats, the current Board of Directors shall resolve the tie by majority vote. The current Board will only vote on the nominees whose tie caused an excess number of Board seats.

Section 5. Removal of Members of the Board of Directors: Any member of the Board of Directors who has unexcused absenteeism from three (3) consecutive Regular Meetings of the Board or are not present at seventy-five (75%) of the Board meetings in a twelve-month period will be automatically dismissed from the Board of Directors.

Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

Section 6. Resignation: Any Director may resign, effective immediately or at a later time specified by the Director, by notification to the Chair or another Officer of the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

Section 7. Change of Affiliation: Should any Director change their member affiliation during the term of their elected Directorship, that seat will be automatically resigned and the seat be declared vacant.

Section 8. Vacancies: Vacancies on the Board will be filled by appointment of the Board. The appointed Director shall serve until the end of the fiscal year in which he/she was appointed. This term shall be considered the initial year of Directorship.

## **Article VI: OFFICERS**

Section 1. Officers: Officers for election shall include a Chair, Vice Chair, Treasurer and Secretary. The Immediate Past Chair, as an ex-officio Officer, is not an elected position. The elected Officers shall assume office on the first day of January.

Section 2. Duties of the Chair: The Chair shall preside at all meetings of RCS CBA and the

Board of Directors and perform all duties assigned by the Board of Directors. The Chair shall, with advice and counsel by the entire Board of Directors, appoint all committees and committee chairs. The Chair is authorized to sign any deeds, mortgages, bonds, contracts or other instruments that the Board has duly and lawfully authorized to be executed. The Chair will have a one (1) year term that may be renewed for one (1) additional year.

Section 3. Duties of the Vice Chair: The Vice Chair shall exercise the powers and authority to perform the duties of the Chair in the absence or disability of the Chair. In the event of the Chair's resignation or inability to serve, the Vice Chair shall complete his or her term as Chair. The Vice Chair will have a one (1) year term that may be renewed for one (1) year.

Section 4. Duties of the Treasurer: The Treasurer shall be responsible for the supervision of an account of all monies received or expended by RCS CBA and shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Directors in a format prescribed by the Board; shall serve as the Board's liaison with an independent auditor as needed; and shall serve as a member of the Finance Committee and Audit Committee (when an audit is required by Federal or State law or recommended by the Board of Directors). In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or the Board of Directors. The term of office is one (1) year that may be renewed for two (2) additional years.

Section 5. Duties of Secretary: The Secretary shall generally be responsible for assuring that the records of RCS CBA are properly recorded, documented, stored and destroyed and that all formal and informal notices that may be issued by RCS CBA are tendered in a manner that is compliant with all applicable statutes, the Certificate of Incorporation, as may be amended, and these by-laws. The Secretary shall assure that the minutes of the meetings of the Membership, the Board of Directors and committees of the Board of RCS CBA are properly recorded, documented, and stored. The Secretary shall maintain an updated membership roster. He/she may delegate duties as appropriate. The Secretary shall perform such duties and execute such other powers as from time to time may be signed to him/her by the Board or Chair. The term of office is one (1) year that may be renewed for two (2) additional years.

Section 6. Immediate Past Chair: The Immediate Past Chair is an ex-officio voting officer of the Board and shall serve on the Executive Committee. The Immediate Past Chair serves terms concurrent with the Chair. As an ex-officio, the Immediate Past Chair serves on the Board, but is not an elected position.

## **ARTICLE VII: EXECUTIVE DIRECTOR**

- a) The Board of Directors shall have the power to appoint an Executive Director to conduct the day-to-day business of the RCS CBA. No person shall have the right to vote on matters before the Board of Directors when holding the position of Executive Director.
- b) The Executive Director, subject to the approval of the Board of Directors, shall sign all contracts and obligations of RCS CBA and shall assist in the formulation and promotion of the general activities of the organization.

- c) The Executive Director shall serve as an advisor to the Chair and Executive Committee on all RCS CBA activities, and shall assemble information and data and cause to be prepared special reports as requested by the Board of Directors.
- d) The Executive Director shall be responsible for hiring, discharging, directing and supervising all other employees in accordance with federal and state law provisions.
- e) With the cooperation of the Treasurer and members of the Finance Committee, the Executive Director shall be responsible for the preparation and operation of budgets covering all activities of RCS CBA, subject to the approval of the Board of Directors. The Executive Director shall insure all expenditures are within approved budget allocations.
- f) The Executive Director shall develop an orientation program for new Board members. All newly elected Board members shall receive a special orientation program no more than two (2) months after his/her initial appointment.

## **ARTICLE VIII: MEETINGS**

Section 1. Annual Membership Meetings: The Annual Meeting of the members of RCS CBA, to transact any necessary business and to elect members of the Board of Directors, shall be at a time, date, and place designated by the Board of Directors. Additional meetings of the members may be held as determined by the Board of Directors or upon written request of ten percent (10%) of the members in good standing. Notice must be distributed of all such meetings to all members at least ten (10) days preceding the meeting giving the time, date, place, and purpose of the meeting. At all meetings of members, twenty-five percent (25%) in good standing shall constitute a quorum.

Section 2. Board of Directors Regular Meetings: The Board of Directors shall meet not less than quarterly at times, dates, and places to be determined by the Executive Committee. Regular Meetings of the Board of Directors may include, but shall not be limited to: attendance, approval of the minutes of the prior meeting, reports of the Chair, Standing Committees, and discussion of pertinent issues.

Section 3. Special Meetings: A Special Meeting of the Board of Directors may be called at any time by the Chair or by any three (3) Directors, by issuing a call or electronic media notification to each Director not less than three (3) days prior to the meeting, stating the purpose of the meeting.

Section 4. A Quorum: At any Annual, Regular, or Special Meeting of the Board of Directors, a roll call of the Board of Directors shall be taken. At that time, the Board of Directors will determine absences as excused or unexcused. A quorum consists of the majority of the current members of the Board of Directors.

Section 5. Voting: The approval of a majority of the members of the Board of Directors in a duly held meeting of the Board at which a quorum is present shall be required for the transaction of any business, unless otherwise required by the Corporation Law of the State of New York. Each RCS CBA member shall have no more than one vote per issue.

Section 6. Telephone/Fax/Electronic Media Approval: Any one or more of the members of the Board of Directors may participate as a voting member in a meeting of the Board or Committee by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute attendance in person at the meeting.

## **ARTICLE VIII: STANDING COMMITTEES (Made up of Board members only)**

Section 1. Standing Committees: The Board of Directors shall authorize and define the powers and duties of all Standing Committees. The Chair will present all Committees and Committee Chairs, subject to the confirmation by the Board of Directors. The findings and recommendations of all Committees will be reported to the Board of Directors. Standing Committees of the Board of Directors consist of, but are not limited to:

Section 2. Executive Committee: The Executive Committee shall consist of the Officers of the Board and the Immediate Past Chair. The Executive Committee shall:

- a) Consider Conflict of Interest issues;
- b) Provide strategic guidance to the Executive Director;
- c) Act for the Board between the Regular Meetings of the Board of Directors;
- d) Evaluate the Executive Director on his/her performance on duties and job expectations.

Section 3. Finance Committee: The Chair shall appoint the Treasurer as the Chairperson of the Finance Committee, which shall consist of no less than three (3) Board members. The Finance Committee shall:

- a) Exercise general supervision of the financial affairs of RCS CBA;
- b) Cause to be prepared and submitted annually budgets to be reviewed and approved;
- c) The Finance Committee shall meet not less than twice annually at times, dates, and places to be determined by the Finance Committee.

Section 4. Governance Committee: The Chair shall appoint not less than three (3) Board members to the Governance Committee and also appoints the Chairperson. The Governance Committee shall:

- a) Lead and monitor the Board in arriving at statements of the mission, purpose, and vision of the Board of RCS CBA and to review and update these statements, at a minimum of, every three (3) years;
- e) Review the Bylaws of RCS CBA, at a minimum of every three (3) years, bringing its recommendation for changes to the Board for action;

- f) Draft policies, subject to Board approval, as they deem necessary and ensure the implementation and annual review of Conflict of Interest, Confidentiality, Whistle Blower, and Retention/Destruction of Records.
- h) The Governance Committee shall meet not less than twice annually at times, dates, and places to be determined by the Governance Committee.

Section 5. Nominating Committee: The Chair shall appoint not less than three (3) Board members to the Nominating Committee and also appoints the Chairperson. The Nominating Committee shall:

- a) Develop and implement a plan for recruiting new Board members by creating a *Selection Criteria*, i.e., Board Members consist of persons with skills and experience in business, finance, public service, administration, etc. They must reflect a diversity of the community served and possess the ability to be representative of the population. Potential Board Members must be willing to commit to the required time needed to fulfill the role;
- b) Ascertain the willingness and qualifications of interested persons to serve that the Committee recommends as a nominee;
- c) File a list of the nominees it recommends with the Board of Directors no later than thirty (30) days before the Annual election.

**ARTICLE IX: SPECIAL COMMITTEES (Consists of Board members and Non-Board members. Chaired by a Board Member.)**

Section 1. Special Committees: The Board of Directors shall authorize and define the powers and duties of all Special Committees. The Chair shall present all Committees and Committee Chairs, subject to the confirmation by the Board of Directors. The findings and recommendations of all Committees will be reported to the Board of Directors. Special Committees of the Board of Directors could consist of these and other committees formed to advance the mission of RCS CBA:

Section 2. Membership Committee: The Chair may appoint at least one (1) Board Member to the Membership Committee and also appoints the Chairperson. The Membership Committee shall:

- a) Focus on bringing new members to RCS CBA;
- b) Assist members in recognizing the benefits their organization will experience as a result of their membership;
- c) Assure that members are being properly represented through RCS CBA efforts.

Section 4. Programming Committee: The Chair may appoint at least one (1) Board member to the Programming Committee and also appoints the Chairperson. The Programming Committee shall:

- a) Recognize and promote excellence in education;
- b) Research education topics of interest to RCS CBA members and secure relevant speakers.

Section 5. Events Committee: The Chair may appoint at least one (1) Board member to the Events Committee and also appoints the Chairperson. The Events Committee shall:

- a) Assist RCS CBA staff in planning the events calendar;
- b) Assist RCS CBA staff in planning and execution of RCS CBA events;
- c) Assist the RCS CBA staff in the procurement of sponsors or venues as needed.

Section 6. Legislative Committee: The Chair may appoint not less than two (2) Board members to the Legislative Committee and also appoints the Chairperson.

The Legislative Committee is responsible for recommending positions and strategizing the RCS CBA's advocacy efforts on a wide range of business and community related public policy issues. The committee supports initiatives that foster a strong economic climate and encourage business growth and development.

Among its duties the committee shall:

- a) Work with the Executive Director to develop a legislative agenda communicating policy positions on issues of key concern to the business community;
- b) Assist in the planning and execution of forums with elected officials to enable the membership to engage its elected leaders;
- c) Assist in the advocacy efforts and communications with government officials to promote RCS CBA's policy positions.
- d) Monitor ongoing issues and work to develop policies and strategies that RCS CBA can execute to ensure the business community's concerns are addressed.

## **ARTICLE X: FISCAL YEAR**

Section 1. Fiscal Year: The fiscal year shall end on the 31<sup>st</sup> day of December.

## **ARTICLE XI: PARLIMENTARY PROCEDURE**

Section 1. Parliamentary Procedure: The latest edition of Robert's Rules of Order shall determine all questions of parliamentary procedure.

## **ARTICLE XII: AMENDMENTS**

Section 1. Amendments: These Bylaws may be amended or altered by a majority vote of members present at one duly convened Board of Directors Regular Meeting or Special Meeting. Notice of the meeting shall be provided at least ten (10) days in advance of the meeting and proposed amendments shall be distributed to each board member at least three (3) days prior to the meeting at which a motion on the amendment is expected.

### **ARTICLE XIII: DISSOLUTION**

RCS CBA shall use its funds only to accomplish the objects and purpose specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of RCS CBA. On dissolution of RCS CBA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

*Drafted: November 9, 2016*