

**Beechwood Neighborhood Coalition**  
Rochester, New York 14609

**BY-LAWS**

**March 3, 2016**

Prior Revisions: 11-14-2013  
4-2-2009

## **Article I**

### **Name**

Though our name is rooted in the history of Rochester's eastside and symbolized by the beechwood trees scattered throughout our neighborhood, the Beechwood Neighborhood Coalition may change its name by a majority vote of the membership body. The area serviced shall be bordered by Goodman Street on the West, Culver Road on the East, East Main Street on the South and Bay Street on the North.

## **Article II**

### **Purpose**

The purpose of Beechwood Neighborhood Coalition is to encourage community collaboration and activities that maintain and enhance the geographical area served by:

- A. Uniting the Beechwood Neighborhood across racial, ethnic, religion, sexual orientation and economic lines to improve the quality of life in this area.
- B. Coordinating, where possible, the efforts of private persons, organizations, business and government agencies engaged in the upgrading and servicing of community life.

## **Article III**

### **Membership**

Membership in the Coalition is open to all residents and non-residents who own property and/or businesses in the area served, as well as persons from community service agencies and groups, the religious community, and local government. Non-neighborhood residents may apply for membership at any monthly meeting, provided non-resident membership does not exceed 30% of Coalition membership.

To be a voting member, you must meet two of the following conditions:

1. Attend a minimum of four (4) monthly general meetings prior to the annual meeting.
2. Make at least the \$10.00 minimum suggested donation before the annual meeting.
3. Volunteer for at least one BNC project, event, or committee.

## **Article IV**

### **Meetings**

**The Annual Meeting** of the Coalition shall be held in April, on a day and at a time fixed by the Board of Directors. All members meeting requirements to vote as outlined in Article III shall receive public notice from the Board thirty (30) days before the Annual Meeting.

There shall be no less than eight (8) meetings of the general membership between Annual meetings.

The Board of Directors shall meet at least ten (10) times between annual meetings. The presence of a simple majority (one more than half) will constitute a quorum, and shall be necessary to conduct business.

The president or vice presidents may call *special meetings* of the Board of Directors when they deem it necessary for the best interest of the Coalition. A quorum of the Board must be present at such a meeting (one more than half).

Also, at the request of three (3) board members, the president and/or vice president(s) shall call a *special meeting*, providing that such request is made in writing ten (10) days before the meeting.. At such a meeting a quorum (one more than half) must be present and no business may be transacted other than the concern expressed in the written request for the meeting.

Three (3) board members may also call for *emergency meetings* and must give all Board members at least twenty-four (24) hours' notice. All decisions at such meetings must be reviewed at the next Board meeting.

## **Article V**

### **Voting**

At the Annual Meeting, qualified BNC members (see Article III) shall have one vote. There shall be no proxy voting.

At all Board meetings, each Board member shall have one (1) vote. There shall be no proxy voting.

Changes to the Bylaws must be presented to the general membership at least thirty (30) days before the Annual Meeting or before a regularly scheduled monthly meeting at which they will be voted on. Approval of the changes requires two-thirds (2/3) majority vote of members present and voting.

## **Article VI**

### **Board of Directors/Executive Committee**

The Board of Directors shall be composed of up to fifteen (15) members divided into three classes of 5 each. They shall manage the business of the Coalition.

Board members shall be chosen from nominees as noted in Article VII.

Between annual meetings, vacancies on the Board, including officer positions, may be filled by the Board. Persons filling vacancies will generally complete the term of office for that position and will be eligible for election to a 3-year term when the existing term is completed.

The Executive Committee of the Board is composed of five (5) elected officers: the president, two (2) vice presidents, the secretary, and treasurer. The Executive Committee acts on behalf of the Board and the Coalition and is amendable to them. All transactions, communications and decisions made by the Executive Committee must be reported at the next meeting of the Board of Directors.

A board member may be removed from the Board of Directors for sufficient cause, which may include, but is not limited to, the following:

1. Missing three (3) consecutive meetings of the Board of Directors.
2. Representing the BN Coalition in any way other than that approved by the Board.
3. Not fulfilling assigned tasks as determined by the Board of Directors.

When sufficient cause appears to exist, the accused member has been notified, and his or her response is heard by the Board, a simple majority vote of the Board may lead to removal from the Board.

Members of the Board may be excused from meetings for legitimate personal and medical reasons. Request for excusal may come personally or via another Board member. The Board may approve or disapprove of excusal from any meeting.

## Article VII

### Election of the Board of Directors and Executive Committee

The Board of Directors shall be composed of 15 members serving in three classes of 5 each who serve 3 year terms. A class of five (5) is to be elected each year. Board members may serve up to two (2) consecutive 3-year terms (6 years) before a recommended 1 year sabbatical off the Board prior to any future Board service. If, however, the Board determines it is fitting for a Board member, including those in officer positions, to serve beyond 6 consecutive years, their election would require a two-thirds (2/3) vote of the Annual Meeting. For most elections, a simple majority is required, or if there are more nominations than vacancies, those who receive the most votes will be elected (e.g., if there are 7 nominations for 5 positions, the 5 highest vote getters would be elected). General members of the Board are elected for three (3) year terms. Officers are elected yearly for one (1) year terms.

By the February monthly meeting, the Nominating Committee shall solicit nominations for the Board of Directors. One more than half of the nominees must live, own property, or have a business within the Beechwood boundaries. No later than the March monthly meeting names of all nominees who have agreed to accept the nomination shall be submitted to the Board of Directors. The Board will then determine its recommended slate for Board membership. Also, the Nominating Committee may receive additional nominees from BNC members until the end of the March general meeting. If these persons express willingness to serve on the Board, the Nominating Committee will add their names as *general nominees* to the ballot. The official ballot will be publicized to Beechwood Neighborhood Coalition members at least fifteen (15) days before the April monthly meeting.

The number of board members to be elected in any given year are: Five (5) Board members for a 3-year term and any nominees to fill out the terms of vacancies on the Board, The ballot will include the names of all nominees for the Board, noting which are Board nominated and which have come directly from the general membership (as noted above). If persons are nominated for Bd. Membership beyond 6 consecutive years, it will be noted that a 2/3 vote is required for their election.

Board members elected at the Annual Meeting start their term immediately after election.

**Executive Committee:** Board officers shall be elected by the Board after the Annual meeting for a term of one year. If there are several persons up for election to an office, the person receiving the most votes by ballot, shall be elected for one year. The officers are president, 2 vice presidents, secretary and treasurer.

## **Article VIII**

### **Representatives**

The Board of Directors will establish liaisons to community groups, businesses, and government entities, as well as BNC committees such as nominating, newsletter/communications, program, community advocacy, and special events. Liaisons and chairpersons will report their work at board meetings.

Board members are responsible for attending and contributing to board meetings, general membership meetings, and for responsibly supporting and representing Beechwood Neighborhood Coalition. All Board members will make themselves available to assist the Executive Committee and Board in the dissemination of information, and/or organizing of Board tasks and committees.