

**THE COBBLE HILL ASSOCIATION, INC.**

**BY-LAWS**

**(As amended November 9, 2017)**

ARTICLE 1

Name

The name of the Corporation shall be The Cobble Hill Association, Inc., and, as it is sometimes referred to in these By-laws, the Association.

## ARTICLE 2

### Purposes

The purposes for which the Association is formed are those set forth in its Certificate of Incorporation, among which are:

1. The improvement of our neighborhood **while retaining** its best traditions;
2. The development of a sense of individual responsibility to the community;
3. The dissemination of information and stimulation of action with respect to services and regulations of (New York) City departments;
4. The stimulation of pleasant and friendly relations among our neighbors.

The Association is a membership civic league of the type described in Section 501 (c)(4) of the Internal Revenue Code of 1954.

The Association is not formed for **profit** or financial gain and no part of the assets, income or profits of the Association is distributable to, or inures to the benefit of, the Executive Board, the various officers or the members, except to the extent permitted under the Not-for-Profit Corporation Law of the State of New York. **(New York Not-for-Profit Law § 102(5)(10))**.

No substantial part of the activities of the Association shall be the carrying on of **lobbying**, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

At all times the Association will conduct its affairs for the promotion of the common good and general welfare of the people of the Cobble Hill community for the purpose of bringing about civic betterments and social improvements.

## ARTICLE 3

### Boundaries

The area of concern of the Association shall be the land encompassed by the south side of Atlantic Avenue, the west side of Court Street, the north side of DeGraw Street, and the east side of Hicks Street, all in the Borough of Brooklyn, the City and State of New York.

## ARTICLE 4

### Membership

Section 1. Qualifications. Any adult person **who agrees** with the purposes set forth in Article 2 above, may become a member of the Association by completing a membership form and paying the prescribed dues. Membership in the Association shall be available to all such persons without regard to race, color, creed, sex, national origin, **or sexual orientation**.

Section 2. Classes of Membership. There shall be two classes of membership, Individual/Family and Commercial.

- 1. Individual/Family Memberships shall be divided into the subclasses set forth below. Each family membership subclass shall entitle two adult members of a household to the membership privileges described in subsections 3 and 4 of this Article:**
  - a. Individual Membership**
    - i. Individual**
    - ii. Senior/student**
  - b. Family Membership**
    - i. Household member**
    - ii. Brownstoner**
    - iii. Good Neighbor**
    - iv. Landmark**

Section 3. Membership Privileges. Only members in good standing of the Association shall be eligible to **vote at** the various meetings or to serve in any elective, appointive or committee position.

Section 4. Residential restrictions on Voting. Notwithstanding the provisions of Section 3 of this Article, above, or any other Article of these By-laws to the contrary, voting for the election of officers and on any other matter that shall come before a meeting of the Association shall be limited to those members in good standing whose principal place of residence lies within, or, in the case of Commercial members, who hold legal title to real property and/or who have their principal place of business within, the boundaries set forth in Article 3, above.

ARTICLE 5

Fiscal Year

The fiscal year of the Association shall commence on the first day of May and shall end on the last day of April in each year.

## ARTICLE 6

### Dues

Section 1. Annual Dues. The Executive Board shall, by resolution adopted at a meeting prior to the beginning of each fiscal year, determine the annual dues that shall be payable to the Association during the ensuing fiscal year by the various classes of membership described in Section 2 of Article 4, above. In the absence of such a resolution, the prior year's annual dues rate for each of the classes of membership shall continue for the ensuing fiscal year.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of each fiscal year. Dues shall not be prorated when a member joins or rejoins after the first day of the fiscal year.

Section 3. Defaults and Terminations. Any member who has not paid dues on the first day of the fiscal year shall no longer be a member in good standing and shall be in default. When any member shall be in default in the payment of dues for a period of thirty (30) days from the first day of the fiscal year, the membership will be terminated automatically and that person's name will be removed from the list of members of the Association.

## ARTICLE 7

### Officers and Their Election

Section 1. Number. The elected officers of the Association shall be seven (7), namely, a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, a Membership Secretary, and a Treasurer.

Section 2. Term of Office. The officers shall be elected at **the regular community meeting held in May (the annual meeting)** for terms of office which shall run until the second subsequent annual meeting and until the election of their successors, and shall assume office following the close of the annual meeting. A person shall not be eligible to serve more than two successive two-year terms in the same elective office. No person shall hold more than one elective office at any one time.

Section 3. Method of Election of Officers.

- (a) There shall be a Nominating Committee composed of not less than five (5) members **of the Association** in good standing, of whom **none** shall be members of the Executive Board, all of whom shall be appointed by the President no later than the first day of **March** in each year in which there will be an election of officers at the annual meeting.
- (b) The Nominating Committee shall meet and nominate one eligible person for each elective office to be filled. Membership on the Nominating Committee shall not, in and of itself, make a member thereof ineligible for nomination by the Nominating Committee.
- (c) The Nominating Committee will report on its selections to the President who shall cause the report to be published in a publication of the Association which shall be **sent** to all members no less than fifteen (15) days prior to the annual meeting together with notice of the provision of these by-laws for independent nominations at the annual meeting. **Electronic mail may be used to send the notice required by this subsection (c).**
- (d) The Nominating Committee will also report its nominations at the annual meeting at which time additional nominations may be made from the floor.
- (e) Only those persons who have signified their consent to serve, if elected, shall be nominated for, or elected to any such office.
- (f) Eligibility to vote shall be governed by Section 3 of Article 4 above and shall be further limited to members in good standing according to Section 3 of Article 6 above.
- (g) Election shall be **in person by paper ballot**. Proxy voting shall not be permitted. The Recording Secretary, assisted by the Corresponding Secretary, shall count the ballots and announce the results to the members, **during the meeting at which the ballots are cast**. Notwithstanding the above if there is **only** one nominee for any elective office, it shall be in order to move that the Recording Secretary cast the elective ballot of the Association for the nominee for that office.

## ARTICLE 8

### Duties of Officers

Section 1. President. The President shall be the chief executive officer of this Corporation and shall generally supervise and direct its affairs. The President shall preside at all meetings of the members of the Association and of the Executive Board. Except for the Nominating Committee, the President shall be a member, ex officio, with the right to vote and participate in the proceedings thereof, of all committees, standing and special, of the Association.

He or she shall, at the meetings of the members of the Association and of the Executive Board and at other times that he or she deems proper, communicate to the members of the Association or to the Executive Board such matters as he or she deems, in his or her opinion, **important** to promote the purposes of the Association.

The President shall present to the annual meeting **in May of each year** an annual report of the activities of the Association during the preceding fiscal year which report, if **requested by a majority of the members present** at the annual meeting, shall be printed and distributed within thirty (30) days of such annual meeting.

Section 2. First Vice President. The First Vice President ("FVP") shall act as an aide to the President. The FVP shall oversee the activities of the various standing and special committees which relate to the activities of the various agencies and officials of government as well as to those activities which relate to those public and private organizations whose purposes are civic, educational or charitable in nature.

He or she shall also assume such duties as may be **assigned** by the President or assigned by the Executive Board and shall preside at all meetings of the members of the Association and of the Executive Board in the absence of the President. In event of the vacancy of the office of President, he or she shall assume the duties of that office until that vacancy is filled.

Section 3. Second Vice President. The Second Vice President shall act as an aide to the President. The SVP shall oversee the activities of the various standing and special committees that are social and fund-raising in nature and that are not the responsibility of the First Vice President. He or she shall also assume such duties as may be delegated by the President or assigned by the Executive Board and shall preside at all meetings of the members of the Association and of the Executive Board in the absence of both the President and the First Vice President.

Section 4. Recording Secretary. The Recording Secretary shall also be the Secretary of the Executive Board. He or she shall keep the minutes of all meetings of the membership of the Association and of the Executive Board, preserve all records, documents, letters, and transactions of the Association except for financial, membership, and historical records, have custody of the corporate seal and perform such other duties as may be assigned by the Executive Board. He or she shall deliver to his or her successor, within thirty (30) days of the annual meeting, all property of the Association in his or her possession. **The Recording Secretary may maintain the records of the Association electronically on commercially available software.**

Section 5. Corresponding Secretary. The Corresponding Secretary shall conduct the correspondence of the Association and shall issue, at the call of the President, all notices of meetings of the members and of the Executive Board, **which may be issued by electronic mail**. He or she shall also perform such other duties as may be assigned by the Executive Board.

Section 5. Membership Secretary. The Membership Secretary shall keep a roll of the membership of the Association and shall furnish the Treasurer with the names of all persons who have become members. **The membership list shall be maintained electronically.**



Within five (5) days **following** the last day of the fiscal year, but under no circumstances, not later than the annual meeting, he or she shall compile a membership report that shall be presented to the Executive Board, or a person designated by the Executive Board, in a form and for the purpose of reporting as is required by Section 519 of the Not-for-Profit Corporation Law of the State of New York, **including the number of the members of the Association as of the date of the report, together with a statement of the increase or decrease in such number during said fiscal period, and a statement of where the membership list with the names and residences of the current members may be found.**

The Membership Secretary shall be, *ex officio*, chairperson of the Membership Committee. He or she shall perform such other duties as may be assigned by the Executive Board. He or she shall deliver to his or her successor, within thirty (30) days **following** the annual meeting, all property of the Association in his or her possession.

Section 7. Treasurer. The Treasurer shall be the chief financial officer of this Association. He or she shall have general charge of all of the funds of the Association and shall collect and receive dues and keep full and accurate accounts of the Association's receipts and expenditures and shall deposit in banks or invest its funds as the Executive Board shall direct. The Treasurer shall report the financial standing of the Association at each regular meeting of the members and of the Executive Board and shall provide for the expenditure of funds only in accordance with the rules or orders of the Executive Board. He or she shall pay no bill unless it has been properly certified by the officer or by the chairperson of a standing or special committee who is authorized by the Executive Board to make expenditure in the matter involved.

The Treasurer shall prepare a financial report of the Association **prior to the community meetings in May and October or November**, that shall be presented to the Executive Board, or a person designated by the Executive Board, in a form and for the purpose of reporting as is required by Section 519 of the Not-for-Profit Corporation Law of the State of New York. The Treasurer is also responsible for preparing annual financial reports that shall be presented to the President in a timely fashion in a form and for the purpose of reporting as is required under the Internal Revenue Code and under any other law or rule or regulation of any governmental body or organization.

No later than sixty (60) days before the end of the fiscal year, the Treasurer shall prepare, in a form that shall be prescribed by the Executive Board, a proposed budget for the subsequent fiscal year that shall be presented to a meeting of the Executive Board.

The Treasurer's accounts shall be subject to such annual or periodic audits as the Executive Board may prescribe. He or she shall deliver to his or her successor within thirty (30) days after the close of the fiscal year all property of the Association within his or her possession.

## ARTICLE 9

### Executive Board

Section 1. Powers. The Executive Board shall be the board of directors of the Association and shall have the general management of the affairs, funds and property of the Association.

The Executive Board shall have full power and it shall be their duty to conduct such affairs in a manner consistent with the purpose of the Association according to its Certificate of Incorporation and these By-laws.

Section 2. Members. The Executive Board shall consist of the seven (7) elected officers of the Association as set forth in Article 7, above, who shall be, ex officio, voting members thereof together with the immediate past President of the Association, and the chairpersons of the various standing and special committees, all who shall be, ex officio, non-voting members thereof, entitled to attend and participate provided they are also members in good standing of the Association.

Section 3. Meetings, The President shall preside at all meetings and shall call an organizational meeting of the Executive Board within thirty (30) days after **the annual** meeting at which an election for President has been held; and the President shall, thereafter, call monthly regular meetings of the Executive Board for such times and places fixed by the President, except that meetings during the months of July and August may be omitted by resolution of the Executive Board.

At the call of the President, notices of all regular meetings shall be **sent by electronic** mail to each Executive Board member, at least ten (10) days before the time appointed for the meeting, by the Corresponding Secretary. A special meeting of the Executive Board may be called at any time by the President, and shall be called upon written **request** signed by no less than four (4) voting members of the Executive Board and **transmitted** to the Recording Secretary. In such case, no less than two (2) days' notice **by electronic mail** shall be given to the members of the Executive Board stating the time, place and purpose of the meeting. Notwithstanding the above, the two (2) days' notice provision may be waived, in the case of an emergency, provided that all the voting members of the Executive Board shall waive notice of such meeting in writing **by electronic mail**. No business shall be conducted at such a special meeting except as specified in the notice of such special meeting so given.

Section 4. Quorum. Four (4) voting members of the Executive Board shall constitute a quorum for the transaction of business. If no quorum is obtained, then those present may adjourn the meeting to a later date which shall be no more than seven (7) days in the future.

Section 5. Record of Proceedings. The Executive Board, **by the Recording Secretary**, shall keep a record of its proceedings and shall report at the **annual community meeting in May**, or any other regular or special meeting of the members of the Association, any matter which, in its judgment, requires action by the Association.

Section 6. Coordination of Committees. The Executive Board shall, from time to time, adopt measures for coordinating the work of the various standing and special committees and may **add to the functions** conferred upon any such committee by these By-laws, and may terminate such added functions at any time. The Executive Board shall have the power to **resolve** conflicts of jurisdiction or other controversies between the committees, standing and/or special.

Section 7. Control of Property. The Executive Board shall have the control of the custody, investment, expenditure, and disposal of all property of the Association. The Executive Board may authorize contracts to be negotiated and executed

on behalf of the Association by one or more of its officers or by any standing or special committee's chairperson or member thereof.

Section 8. Employees. The Executive Board may, from time to time, appoint and employ an Executive Secretary and other officers to assist the various elected officers in performing their duties and may appoint or employ other persons to perform any such duties as may be approved by the Executive Board. The Executive Secretary or other persons so appointed or employed need not be members of the Association. Section 3 of Article 4, above, notwithstanding.

## ARTICLE 10

### Resignations; Removals from Office; Disability or Death of An Officer; Filling of Vacancies

Section 1. Resignation. Any member of the Association may resign his or her membership in the Association and any officer or committee chairperson may resign his or her office, by written notice to the Membership Secretary in the case of a resignation from the Association, and by written notice to the Recording Secretary or by an oral declaration at a meeting of the Executive Board, in the case of an officer or committee chairperson.

Section 2. Removal from Office. Any officer elected by the membership may be removed from office, with or without cause, at a special meeting of the membership called for that purpose on at least fifteen (15) days notice prior to that meeting **in writing or by electronic mail to all members**, according to Section 2 of Article 21, below, the usual three (3) days notice provision of that Section notwithstanding, by a majority vote of those members in good standing present and voting. Upon such a removal from office, that elected office shall be declared vacant and shall be filled pursuant to Section 4 of this Article, below.

Any standing committee chairperson may be removed, with or without cause, by the Executive Board; any special committee chairperson and any member of any standing or special committee may be removed, with or without cause by the President or the Executive Board. The chairperson and/or members of the Nominating Committee may only be removed **by vote of** the Executive Board and only for cause.

Section 3. Disability or Death of An Officer. In the event of a permanent disability or death of an officer or committee chairperson, his or her office shall be declared vacant by the Executive Board.

In the event of a temporary disability of an officer, the Executive Board shall appoint a member in good standing of the Association to act in the place of such officer with all of his or her powers while such disability continues; notwithstanding the above, in the event of the temporary disability of the President, only the First Vice President shall be appointed unless he or she is unwilling to serve; in the event of the disability of a committee chairperson, the President shall appoint another member in good standing of the Association to act in the place of that chairperson while such disability continues.

The determination of disability, permanent or temporary, shall be solely that of the Executive Board, in the case of an officer, and of the President in the case of a committee chairperson, and that determination shall be final.

Section 4. Filling of Vacancies. Vacancies, whether by resignation, death, permanent disability or removal from office, among the officers shall be filled by the Executive Board. Vacancies of elected officers so filled shall be only for that part of the unexpired term of office remaining until the next meeting **at which there is an election of officers**, at which time the remaining portion of that unexpired term of office, if any, shall be filled by election according to the procedures of Section 3 of Article 7, above.

## ARTICLE 11

### Committees

Section 1. Standing Committees. The Standing Committees of the Association shall be as follows:

Membership: Article 13

Trees: Article 14

Landmark Preservation: Article 15

Cobble Hill Park: Article 16

Historical: Article 17

**Communications:** Article 18

Schools: Article 19

Police and Sanitation: Article 20

Section 2. Appointment. The President shall be empowered to appoint chairpersons of the standing committees to terms not to exceed two (2) years, but in no event shall the term of such an appointment **extend** beyond the date of **the annual meeting in May** at which an election for President is held. The President shall appoint the various chairpersons of the standing committees within thirty (30) days of assuming office and shall fill any vacancies that shall occur, from time to time, among the chairpersons of the standing committees within thirty (30) days after the date that such vacancies occur. The membership of each standing committee shall be chosen by its chairperson, in consultation with the President. No standing committee members term shall exceed that of its chairperson.

Section 3. Nominating Committee. Notwithstanding any provision of this or any other Article, the Nominating Committee shall only be constituted and shall only operate as provided in Section 3 of Article 7, above.

Section 4. Special Committees, The President shall be empowered to form special committees from time to time and to appoint the chairpersons and members thereof, and may, as he or she deems necessary, disband any special committee at any time. All special committees shall be automatically disbanded as of the date of an annual meeting **in May** at which an election for President is held unless, at the close of such annual **community** meeting **or within 30 days thereafter**, such committee is continued in existence and its members reappointed by the President elected at such annual meeting.

## ARTICLE 12

### General Provisions Concerning Committees

Section 1. Applicability. This Article shall apply to all standing and special committees; however, it shall not **apply** to the Nominating Committee.

Section 2. Number of Members. Each standing and special committee shall have **its minimum** number of members fixed by the Executive Board but, with the exception of the Historical Committee, this number shall not be less than three (3). In the case of standing committees, it shall be the primary responsibility of the chairperson to see that any vacancies on his or her committee are promptly filled.

Section 3. Organizational Meeting. Within thirty (30) days of his or her appointment, the chairperson of each committee shall call an organizational meeting of the committee. At such meeting, the committee shall elect a secretary and may elect a vice chairperson and/or treasurer. In the absence of the chairperson, the vice chairperson, if and when elected, shall exercise and discharge the chairperson's functions and duties.

Also at the organizational meeting, the committee shall adopt a proposed work plan, in such format as the President or the Executive Board shall prescribe, for the committee's activities for the balance of the fiscal year, or for such other period of time as the President or the Executive Board may direct, for presentation to the Executive Board by the chairperson or his or her delegate at the next regular meeting of the Executive Board. **The proposed work plan**, if appropriate, shall contain a proposed **budget of committee** income and expenditures.

Section 4. Meetings. Subsequent to its organizational meeting, each committee chairperson, unless directed by the Executive Board to the contrary, shall call committee meetings no less than once each month, except in the months of July and August. The chairperson shall direct the committee secretary to, or shall him or herself, notify each member of the committee no less than three (3) days prior to a committee meeting by **electronic mail**.

Section 5. Records of Proceedings. Each committee shall keep minutes of attendance and the proceedings of its meetings in a form specified by the Recording Secretary of the Association. The minute book of each committee shall be left in the custody of the Recording Secretary whenever so directed by the President; furthermore, copies of all minutes of all meetings of committees shall be promptly filed with the Recording Secretary.

Section 6. Reports. The chairperson of each committee, or his or her **designee, shall report to the President who shall report to the Executive Board at intervals determined by the President**, the proceedings and other activities of such committee and lay before the Executive Board for action any recommendations which such committee may make for the expenditure of monies or other matters. Each of the standing committees, and any of the special committees, if directed by the President, shall prepare and present an annual report of its activities, in such form as the Executive Board shall direct, to the President on or before the last day of the fiscal year, and, if so directed by the President, this annual report shall be presented to members of the Association at the annual meeting **in May**.

Section 7. Failure of Committees to Hold Meetings. If the records of the Association **as maintained by** the Recording Secretary indicate that no meeting of a committee has taken place for six (6) months, unless the Executive Board, acting pursuant to Section 4 of this Article, above, has directed that no meetings need be held during such six-month period, or that no annual report has to be filed pursuant to Section 6 of this Article, above, then the Recording Secretary of the Association shall notify the President of **this circumstance**, and shall automatically place on the agenda of the next regular meeting of the Executive Board, the question of appropriate action that shall be taken as to the status of such committee.

Section 8. Committee Members Attendance. Committee members are expected to attend all meetings of their committees. Any committee member, other than the President serving as an ex officio member, who is absent from

three (3) consecutive committee meetings, unless excused by the committee chairperson, shall be automatically removed as a member of that committee. On the occurrence of such a vacancy, the chairperson of that committee shall take whatever action is **appropriate to fill** the vacancy promptly.

## ARTICLE 13

### Membership Committee

Section 1. It shall be the duty of this committee to formulate and to execute an appropriate plan to increase the membership of the Association.

Section 2. This committee shall also have the responsibility for determining the willingness and ability of the various members of the Association to serve on the committees of the Association and shall be responsible for informing the various standing committee chairpersons of this information in a timely fashion.

Section 3. The Membership Secretary shall be, *ex officio*, the chairperson of this committee, the provisions of Section 2 of Article 11, above, notwithstanding.



## ARTICLE 14

### Trees Committee

Section 1. It shall be the duty of this committee to study the needs for planting, protecting, maintaining, and enhancing the various street trees within the boundaries of Cobble Hill as set forth in Article 3, above. In coordination with the Cobble Hill Park Committee, described in Article 16, below, the Trees Committee shall jointly perform similar duties with regard to the trees and other plants which are located within the Cobble Hill Park.

Section 2. This committee shall be charged with maintaining a harmonious and working relationship, and shall also coordinate its efforts, with the New York City Department of Parks and Recreation and also the Cobble Hill Tree Fund and other similar or successor charitable organizations which are recognized as tax exempt under Section 501 (c)(3), and contributions to which are allowable as charitable deductions under Section 170, of the Internal Revenue Code of 1954, and whose activities include, but are not necessarily limited to, the planting, protection, maintenance and enhancement of street trees and public parklands within, but not necessarily limited to, the boundaries of the Association as set forth in Article 3, above.

## ARTICLE 15

### Landmark Preservation Committee

Section 1. It shall be the duty of this committee to protect, preserve, and promote the integrity of the architectural heritage of Cobble Hill. It shall also be the duty of this committee to **be cognizant of** all federal, state and local historic architectural preservation statutes, rules, and regulations and to monitor the effectiveness of their enforcement by the various agencies of government so charged.

Section 2. The chairperson of this committee shall be a person generally familiar with the local architectural history, building, and land use laws and practices and preservation statutes, rules, and regulations. Subject to the control of the Executive Board, he or she shall serve as the chief liaison person between the Association and the New York City Landmarks Preservation Commission and its staff, the New York State Parks and Recreation Commission and its historic preservation staff, and the Office of Archeology and Historic Preservation of the National Park Service of the United States Department of the Interior, and the Advisory Council on Historic Preservation and their respective staffs as these governmental bodies relate to the Cobble Hill Historic District. It shall also be the duty of this committee to establish and maintain a harmonious and working relationship with the various **non-governmental** historic preservation advocacy organizations such as , the Historic Districts Council, the Preservation League of New York State, the National Trust for Historic Preservation **and the Municipal Arts Society**.

Section 3. This committee, in establishing a proposed working plan, pursuant to Section 3 of Article 12, above, shall include a proposed scheme for monitoring the Cobble Hill Historic District and for the education of owners of real property located therein as to their legal responsibilities, duties, and benefits under the various federal, state, and local historic preservation statutes, rules, and regulations.

Section 4. The chairperson of this committee shall keep the President, or the First Vice President, if so designated by the President, apprised of all of his or her correspondence, meetings, or other contacts with any governmental body, officer or staff persons, and shall file with the Recording Secretary of the Association copies of all correspondence with such bodies or persons. No member of this committee shall testify at a public hearing without the prior approval of the President, or the First Vice President, if he or she is so designated for this purpose, and all written statements and testimony shall be presented in advance when feasible and, in any event, promptly thereafter to a regular meeting of the Executive Board for inclusion in the minutes of the Executive Board.

## ARTICLE 16

### Cobble Hill Park

Section 1. It shall be the responsibility of this committee to monitor the effectiveness of the City of New York in maintaining, protecting, preserving, and improving the Cobble Hill Park as an asset to the Cobble Hill community. It shall be the duty of this committee to establish and maintain a harmonious and working relationship with those agencies of government which have jurisdiction over the Cobble Hill Park.

Section 2. This committee **shall oversee all** voluntary citizen participation and involvement in preserving and upgrading this public facility and shall be responsible for organizing **or assisting with any** events of the Association of a service and/or social or cultural nature to be held within the Cobble Hill Park.

Section 3. It shall also be the duty of this committee to review on an on-going basis the needs for (1) planting, protecting, maintaining and enhancing the trees and other plants; (2) park furniture; and (3) other assets of the park. In this regard, this committee shall be charged with maintaining a harmonious working relationship with the Cobble Hill Tree Fund and other similar or successor charitable organizations which are recognized as tax exempt under Section 501 (c)(3), and contributions to which are allowable as charitable deductions under Section 170, of the Internal Revenue Code of 1954 and whose activities include, but are not necessarily limited to, the planting, protection, maintenance, and enhancement of public parklands and **public streets** within the Community, **including Henry Street Parks I, II, and III.**

Section 4. In coordination with the Trees Committee described in Article 14, above, the Cobble Hill Park Committee shall perform jointly those duties which relate to the trees and other plants which are located within the Cobble Hill Park.

## ARTICLE 17

### Historical Committee

Section 1. It shall be the duty of this committee to study and report on the history of Cobble Hill and to be custodian of, and to maintain and preserve, the Association's historical records and documents and other archives relating to the history of Cobble Hill.

Section 2. The chairperson of this committee shall be designated as the Historian of **the Cobble Hill Association**.

## ARTICLE 18 Communications

. This committee shall have the responsibility of creating and disseminating communications from the Association, including, but not limited to, content for the Association's website and social media platforms. This committee shall also edit, and, if need be, disseminate occasional newsletters from the President. .

## ARTICLE 19

### Schools Committee

It shall be the duty of this committee to monitor the activities of all public schools located within the boundaries as described in Article 3, above, which serve the children of Cobble Hill. This committee shall also initiate **and/or support** programs to improve the quality of education in these schools and shall cooperate and coordinate with other non-profit organizations with similar goals.

## ARTICLE 20

### Police and Sanitation

Section 1. It shall be the duty of this committee to study the needs for, and to monitor the effectiveness of, the police and sanitation services provided by the City of New York to the residents, businesses, and institutions within the boundaries of Cobble Hill as described in Article 3, above. This committee may also study the need for, and sponsor, on behalf of the Association, programs of voluntary citizen involvement in supplementing and enhancing these municipal services.

Section 2. The chairperson of this committee shall, subject to the control of the Executive Board, serve as the chief liaison person between the Association and the local police precinct and the local sanitation district. It shall be the duty of this committee to establish and maintain a harmonious and working relationship with the Police and Sanitation Departments of the City of New York and to this end, the chairperson, or members of this committee who he or she shall delegate, shall represent the committee at all meetings of the local precinct community council and at other similar citizens' meetings which particularly relate to the provision of these municipal services.

## ARTICLE 21

### Meetings

Section 1. Regular Meetings. There shall be two regular meetings of the members of the Association, one to be held during the month of October **or November** and another to be held during the month of May of each fiscal year **(the annual meeting)**, each at a time and place to be determined by the Executive Board, and on not less than fifteen (15) days' written notice given to members **by electronic mail** at their last **electronic mail** addresses appearing in the membership records of the Association. The May regular meeting shall be the annual meeting of the Association.

Section 2. Special Meetings. A special meeting of the members of the Association may be called at any time by the President. A special meeting of the members of the Association shall be called upon a written demand signed by not less than ten (10) members in good standing and given to the Recording Secretary. Not less than three (3) days' written notice **by electronic mail** of such special meeting, stating the time, place and purpose of the meeting shall be given to the members at their last **electronic mail** addresses appearing in the membership records of the Association, ds. No business shall be conducted at such a special meeting except as specifically stated in the notice of such special meeting.

Section 3. Quorum and Voting. Ten (10) members of the Association, in good standing, shall constitute a quorum for the transaction of business at any regular or special meeting of the members of the Association. If no quorum is obtained, then those members present at such a meeting may adjourn the meeting to a later time which shall be no more than seven (7) days in the future.

All members **(as defined in Article 4)** in good standing shall have equal voting rights for all matters that come before a meeting of the members of the Association. There shall be no proxy voting.

Section 4. Rules of Order. Roberts Rules of Order, as last revised, shall govern the proceedings of all meetings of the members of the Association and of the Executive Board.



## ARTICLE 22

### Seal

The seal of the Association shall be circular and shall show around its circumference the words "The Cobble Hill Association, Inc.", and in its center the words and figures "Corporate Seal, 1959".

## ARTICLE 23

### State Law Requirements

The President, acting on behalf of the Executive Board, shall present as part of his or her annual report presentation at the annual meeting, as required by Section 1 of Article 8, above, a report, in accordance with

Section 519 of the Not-for-Profit Corporation Law of the State of New York, which shall be verified by the President and the Treasurer or by the majority of the voting members of the Executive Board or certified by an independent public accountant or firm of accountants selected by the Executive Board, containing the following information:

- (a) The assets and liabilities of the Association as of the end of the last fiscal year prior to such annual meeting; and
- (b) The principal change in assets and liabilities during the fiscal year immediately preceding the date of the report; and
- (c) The revenues or receipts both **unrestricted and restricted** of the Association for the fiscal year immediately preceding the date of the report; and
- (d) The expenses or disbursements of the Association, **for both general and restricted purposes**, for the fiscal year immediately preceding the date of the report; and
- (e) The number of members in good standing of the Association as of the date of the report, together with a statement of increase or decrease in such number during the fiscal year immediately preceding the date of the report; and a statement of the place where the names and residence addresses of the current members shall be found.

The report shall be filed with the records of the Association in the possession of the Recording Secretary and a copy shall be entered into the minutes of the annual meeting.

## ARTICLE 24

### Amendments

Section 1. These by-laws may be amended at any regular meeting of the Association by a two-thirds vote of the members eligible to vote, present and voting, or by the same fractional vote of a special meeting of the members of the Association called for that purpose, provided that the text of **the by-laws with** such proposed amendment or amendments shall have been **electronically** mailed to the members of the Association at their last **electronic mail** addresses appearing in the membership records of the Association with the notice of such meeting at least fifteen (15) days in advance of the date of such meeting, notwithstanding the notice provisions pertaining to special meetings, otherwise applicable, of Section 2 of Article 21, above. Action on such proposed amendments shall be had at that meeting or at any subsequent regular or special meeting, provided that no action shall be taken at any subsequent meeting, unless the notice of said meeting is given at least fifteen (15) days in advance and states that the proposed amendment will be presented for further consideration and action.

Section 2. Proposed amendments may be initiated **by members of the Association** by submitting them in writing, duly subscribed by at least six (6) members of the Association in good standing, to the Recording Secretary, who shall thereupon give notice thereof in the manner prescribed in Section 1 of this Article, above. In the event the Secretary shall fail to cause such notice to be **sent by electronic mail** to the members of the Association, any of the members proposing such amendment shall have the right, by written demand served upon the Membership Secretary, to obtain a list of the names and addresses of the members of the Association for the purpose of **sending** such proposed amendment **by electronic mail** to the members of the Association. If the President, after a demand for the list of members, schedules a special meeting but the fifteen (15) day notice requirement contained in Section 1 of this Article **cannot be met** because the Recording Secretary failed to cause the notice to be **electronically** mailed, or if the President refuses to schedule a special meeting, then, following the receipt of the membership list any of the members proposing such amendments **may** schedule such special meeting at a reasonable time and place at the earliest practicable date consistent with the fifteen (15) day notice provision of Section 1 of this Article, above, **even if** the provision of Section 3 of Article 21, above, requiring a written demand of not less than ten (10) members in good standing to call a special meeting may not have been complied with.

Section 3. Upon consideration of any proposed amendments, amendments thereto may be offered and voted upon at the meeting.