

# **Constitution and Bylaws of the Browncroft Neighborhood Association**

## **CONSTITUTION OF BNA**

### **ARTICLE I. NAME AND PURPOSE**

Section 1. The name of this organization is the Browncroft Neighborhood Association (BNA). It is a not-for-profit Association.

Section 2. The purpose of BNA is: to promote, organize, and carry on those activities which are intended to maintain and improve the character and quality of neighborhood living in the Browncroft area of the City of Rochester and Town of Brighton, New York as shown in exhibit A.

### **ARTICLE II. BYLAWS**

Section 1. Bylaws shall be established, as set forth below, for the purpose of governing the operations and administration of BNA.

Section 2. Amendments to Bylaws shall be adopted by an affirmative 2/3 vote by Board members present at a regularly constituted meeting of the BNA Board of Directors, at which a quorum of the Board, as defined below, is present. *[amended May 31, 2022]*

### **ARTICLE III. MEMBERSHIP**

Section 1. Membership (individual, family, or organizational) qualifications and requirement for admission, and conditions pertaining to termination shall be specified in the Bylaws.

### **ARTICLE IV. DUES**

Section 1. Dues shall be specified in the Bylaws. All or part of the payment of dues may be deferred or waived by the Board of Directors.

### **ARTICLE V. MEETINGS**

Section 1. An Annual Meeting of the Membership shall be held in May of each year to elect Officers, receive reports, and perform other functions that are required by law or specified in the Bylaws. The President of BNA shall preside or, in the President's absence, the next highest ranking Officer present.

Section 2. Regular or special Member Meetings, other than the Annual Meeting, may be called as prescribed in the Bylaws.

Section 3. Ten (10) Members shall constitute a quorum for any Member Meeting of the Association.

## **ARTICLE VI. OFFICERS**

Section 1. Officers shall include a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected for one (1) year terms and shall have responsibilities as prescribed in the Bylaws.

## **ARTICLE VII. BOARD OF DIRECTORS**

Section 1. A Board of Directors, referred to below as the Board, shall be the governing body and shall set the policies of BNA.

Section 2. The Board shall consist of the Four (4) Officers of the Association, the Past President most recently retired, and the Chairperson from each Standing Committee prescribed in the Bylaws, together with one (1) designated Street Representative from each area street as described in Exhibit "A" of the Bylaws.

Section 3. Each Director, at the first Board of Directors meeting following the Annual Meeting, shall affirm their intention to remain on the Board until the next Annual Meeting.

Section 4. A quorum of the Board shall be at least two (2) elected Officers and eight (8) other Directors. In all meetings of the Board, each Director shall be entitled to one (1) vote. Decisions will be by a majority vote, unless otherwise specified in the Constitution or Bylaws.

Section 5. Any vacancy occurring in a Street Representative position shall be filled by a resident of that street, by a majority vote of the remaining members of the Board.

Section 6. The Board shall hold an organizing meeting during June of each year following the Annual Meeting of BNA.

Section 7. Provisions concerning additional meetings of the Board shall be specified in the Bylaws.

Section 8. The Board shall establish an Executive Committee with power to act for the Board between Board Meetings, including the power to direct the expenditure of the Association's funds. The Executive Committee shall consist of the four (4) Officers and three (3) Directors chosen by the Board at the June meeting, one (1) from each of the three (3) Districts described in the Bylaws. A quorum of the Executive Committee shall require three (3) individuals: the President and two (2) others, or two (2) Officers and one (1) other.

## **ARTICLE VIII. NOMINATION AND ELECTION OF OFFICERS**

Section 1. The Board shall submit to all voting Members 7 to 15 days before the May Annual Meeting a list of nominees for Officers. The procedure for selecting these nominees shall be stated in the Bylaws.

Section 2. Additional nominations may be made by petition, signed by at least ten (10) voting Members. Such a petition shall be handed to the President no later than midnight of the day before the Annual Meeting and shall be accompanied by an acceptance from the nominee.

Section 3. At the Annual Meeting, the Board shall submit to all voting Members for their vote a list of all qualified nominees, and shall proceed to conduct the election in accordance with the Bylaws.

## **ARTICLE IX. AMENDMENTS**

Section 1. Amendments to the Constitution may be proposed by the Board or by petition. A resolution adopted by vote of at least 2/3 of those present at a regularly constituted Meeting of the Board is necessary to place a proposed amendment before the Membership for vote. A petition must be signed by at least 15 voting Members of BNA. A copy of any proposed amendment shall be delivered to each BNA Member 7 to 15 days before the date of voting occurs.

Section 2. At least 2/3 of all votes cast, providing the total number of those voting is not less than 20% of the total number of Members, must be in favor of an amendment for it to be adopted.

*“Browncroft Neighborhood Association“ - Adopted by Membership: May 23, 1978, amended: May 31, 2022*

## **BYLAWS OF THE BNA**

### **ARTICLE I. MEMBERSHIP**

Section 1. Membership on individual basis shall be open to all adults residing within the Browncroft Neighborhood Association boundaries as shown in Exhibit A who have an interest in promoting the objectives and purposes of BNA. *[amended April 12, 2022]*

Section 2. Adult (18 years or older) individuals may become members by applying to BNA with their name(s), address and dues payment for the current year. Payment of dues shall entitle all adult members of each household to be voting Members of BNA.

Section 3. Membership on an organizational basis shall be open to all not-for-profit associations, corporations, or organizations located within, or adjacent to the BNA boundaries, which have an interest in promoting the objectives and purposes of BNA.

Section 4. The Board of Directors shall make the final decision as to the eligibility of Adults and Organizations applying for membership.

## **ARTICLE II. DUES**

Section 1. Annual dues for membership are as follows:

- Individual/Household **\$10.00**
- Organizational **\$10.00**

Section 2. Dues of Members shall be payable from June 1st of each year. Dues are not refundable.

Section 3. The BNA fiscal year shall run from June 1st of a given year through May 31st of the following year.

Section 4. Annual membership dues may be changed by a majority vote of the Board of Directors to accommodate the needs of the organization. *[Section added April 12, 2022]*

## **ARTICLE III. MEETINGS**

Section 1. The Board shall establish the time and place of the Annual Meeting and give a minimum of seven (7) days notice of this meeting to the Members.

Section 2. The Board or President may call other General Membership Meetings at their discretion. The Members shall be given a minimum of seven (7) days notice of any General Meeting and its purpose, whether for public information dissemination, educational, social, organizational, or neighborhood issue related subjects.

Section 3. A Special Member Meeting of the BNA maybe called by petition signed by at least 15 Members. Such a petition must be given to the President and Board of Directors at least 20 days before the proposed date of the meeting being called, whereupon the Board will notice the BNA membership of said meeting.

Section 4. Meetings of the Board, other than the June Meeting maybe called at the President's discretion or by any nine (9) Directors. Such Board Meetings shall be called at least three times a year. Members of the Board shall be given a minimum of seven (7) days' notice of any Board Meeting and its purpose.

Section 5. Notification of Meetings shall be given by e-mail or by mail and shall state the purposes, time and place of the meeting. When so arranged in advance by the convener of the Meeting, any or all Directors, or in the case of a Member Meeting, BNA members, may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting

can hear each other at the same time and each individual may participate in all matters before the Board, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting. *[section added April 12, 2022]*

Section 6. "Robert's Rules of Order" shall govern the conduct of all meetings of BNA.

#### **ARTICLE IV. ELECTION OF OFFICERS**

Section 1. If no more than one (1) candidate is nominated for any office, election of that Officer may be by voice vote at the Annual Meeting.

Section 2. If any office is contested, ballots bearing the names of the candidates, and the office for which they seek election shall be given to all voting BNA Members at the Annual Meeting. The candidate receiving the largest number of votes for an office shall be elected to it. The Board shall ensure the validity of the ballots cast.

#### **ARTICLE V. DUTIES OF OFFICERS AND STREET REPS**

Section 1. New Officers shall assume the duties of their offices at the Annual Meeting.

Section 2. The President shall preside at all meetings of the Members, Board, and Executive Committee, or the Vice-President in his/her stead, when the President is unable to do so. The President shall appoint all committee heads and special committees as maybe authorized by the Board or Executive Committee. The President is an Ex-officio member of all BNA Committees. The President prepares the agendas for all Meetings of BNA and acts as the spokesperson for the organization or appoints others to do that in specific instances. The President oversees the division of responsibilities among Officers. The President deals with all items requiring organizational decisions; allocating responsibility for making decisions to appropriate group or individual, including him/herself. *(Amended April 12, 2022)*

Section 3. The Vice-President assumes the responsibilities of the President in his/her absence or disability. The Vice-President will give particular attention to overseeing a portion of the organization's activities, especially committees, programs, and coalitions as determined in consultation with the President.

Section 4. The Secretary will have responsibility for seeing that minutes of the Board and Executive Committee Meetings are taken, approved, and stored. He/she will send notices of meetings to those who are entitled. He/she will also have responsibility to see that a master list of Membership, and Constitution and Bylaws are up to date prior to each Member Meeting.

Section 5. The Treasurer shall have charge of the BNA funds, and shall keep a regular account of them. The Treasurer shall make disbursements of the funds that are authorized by the Board or Executive Committee. All bills amounting to \$5 or more shall be paid by check, signed by the Treasurer. The Treasurer shall make regular reports of the BNA financial situation. The Treasurer shall present annually to the June Board Meeting a balance sheet of accounts as of the 31st of May for the previous fiscal year.

Section 6. The Street Representatives, as members of the Board of Directors shall attend at least two Board meetings per year and primarily act as liaison between their street residents and the Association. Their duties may include: collecting yearly dues and remitting them to the Treasurer, distribution of the Newsletter and other activities delegated by the Board or Executive Committee.

Section 7. Any officer, Street Representative, or Standing Committee Chair may be removed by a two thirds vote of the Board of Directors for actions or statements undermining the mission of the Browncroft Neighborhood Association; failing to perform their duties as outlined in these Bylaws; or otherwise violating the BNA Constitution or Bylaws.” *[section added April 12, 2022]*

## **ARTICLE VI. EXECUTIVE COMMITTEE**

Section 1. The Executive Committee will administer to the affairs of BNA following the policy and directives from the Board.

Section 2. Any Executive Committee Member may be subject to disciplinary action by 2/3 vote of the entire Executive Committee and a majority of the entire Board for non-performance of duty in Office, or for persistent, unexcused, non-attendance at meetings of the Executive Committee. This action could be removal from Office or suspension of authority.

Section 3. The Executive Committee shall meet no later than July after the Annual Meeting and may provide by resolution for the time and/or place for holding of additional regular meetings without other notice of such meetings.

Section 4. Special Meetings of the Executive Committee may be called by the President or any three (3) other Members of the Executive Committee upon notice to each Committee Member.

Section 5. The act of a majority of the voting Members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless a greater number is required by these Bylaws.

## **ARTICLE VII. ORGANIZATION**

Section 1. The President may appoint any Special Committee deemed necessary. The Committee Chairperson of a Special Committee shall serve upon the recommendation of the President and a majority of the Executive Committee.

Section 2. The Standing Committees of BNA as established by the Board are: Budget and Finance, Crime Prevention, Beautification, Hospitality, Newsletter, and Zoning. The President with Board approval, may designate such further Standing Committees as deemed necessary. Chairpersons of the Standing Committees shall serve upon the recommendation of the President and a majority of the Board. Standing Committees of BNA must make at least one verbal report of activities before the Board of Directors each year.

Section 3. The Budget and Finance Committee shall be chaired by the Treasurer, who may appoint members as needed. This Committee shall be responsible for an annual report to the Board regarding the organization's accounts. *[amended April 12, 2022]*

Section 4. All external committee activities such as correspondence, news release, or public statements stating or implying a position of BNA must be reviewed and approved in content (not structure) by the President and Board of Directors or Executive Committee prior to its release. This rule does not apply to general communication or correspondence relating to performing the day-to-day activities of a Committee. *[amended April 12, 2022]*

Section 5. No BNA Committee shall be limited in its number of members and shall be open to all Members willing to participate in that committee's activity unless otherwise stated in these Bylaws.

Section 6. A disclaimer: Officers and Directors shall not be personally liable for any accidents, debts, or other liabilities incurred by BNA. Liability Insurance with coverage of not less than \$1,000,000 and Officers and Directors Insurance with coverage of not less than \$1,000,000 will be maintained by the organization. *[amended April 12, 2022]*

Section 7. A Street Representative will serve on the Executive Committee from each of the following Districts.

- ELM DISTRICT: Berwick Road, Elm Drive, Elmcroft Road, Lanark Crescent, Merchants Road, Monticello Drive, Quentin Road.
- CORWIN DISTRICT: Browncroft Blvd., Corwin Road, Dorchester Road, Gramercy Park, Ramsey Park, Windemere Road.
- CROYDON DISTRICT: Beresford Road, Croydon Road, Gaslight Lane, Newcastle Road, Yarmouth Road.

## **ARTICLE VIII. ANNUAL MEETING**

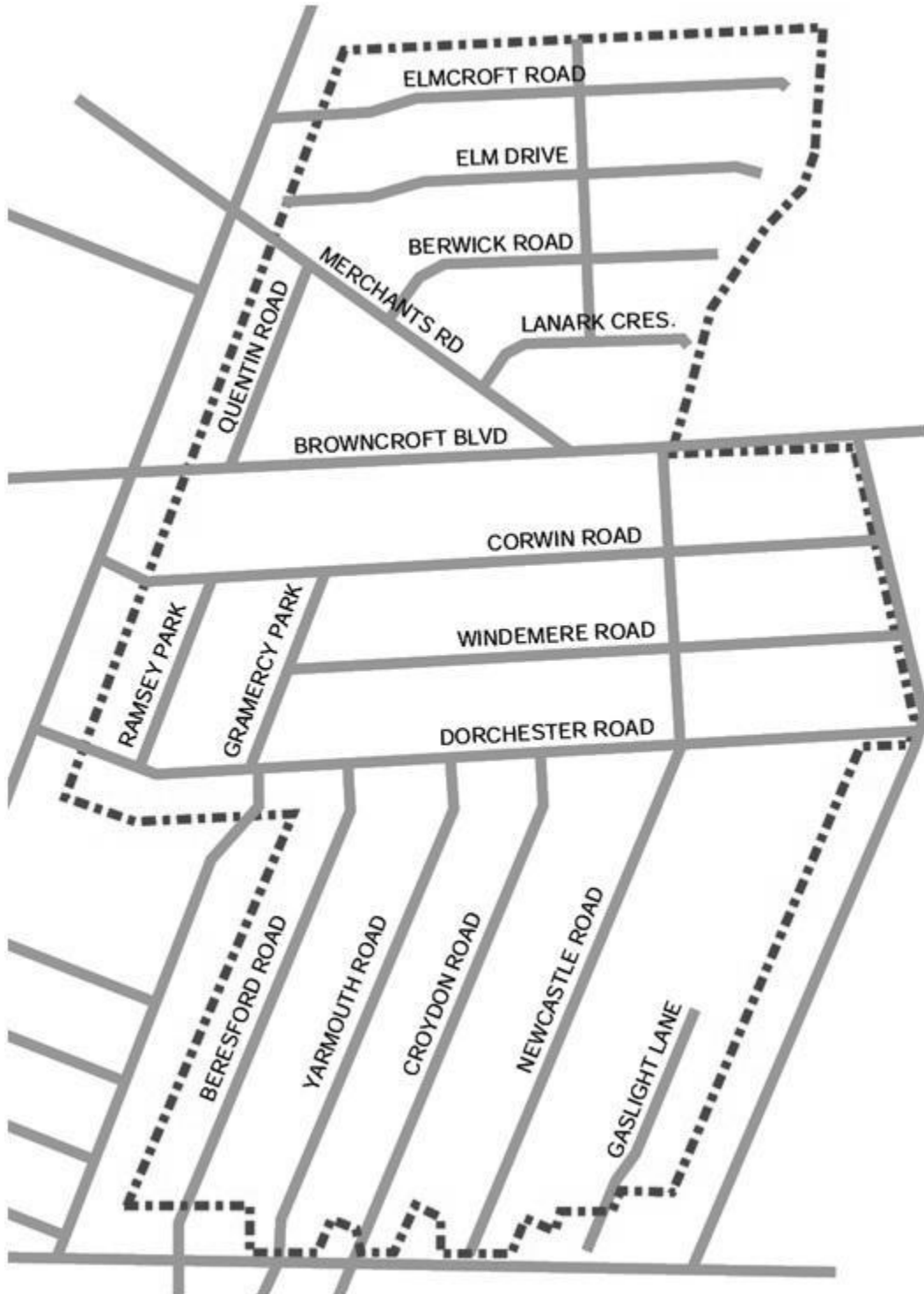
Section 1. The Board shall establish during the 1st quarter of the calendar year an Annual Meeting Chairperson and a Nominating Committee.

Section 2. The Nominating Committee will consist of Members of the Board and will provide to the Board a report containing a listing by job title, all names of people having shown an interest in carrying out both their individual job duties and the Bylaws of this organization.

*“Browncroft / Merchants Neighborhood Association“- Adopted by Membership: June 21, 1974  
1st Revision: May 25, 1976*

*“Browncroft Neighborhood Association“- Adopted by Membership: May 23, 1978  
1st Revision: May 21, 1985. Second revision: May 31, 2022.*

Exhibit A



BNA MEMBER STREETS LABELED

BNA BOUNDARY    - . - . - . - . - .



**Exhibit “B”**

BROWNCROFT NEIGHBORHOOD ASSOCIATION  
Districts (3)  
Member Streets (17)  
Number of Residences/Business Addresses (672)

**Elm District**

Streets: 6

Total Addresses: 244

<i>BERWICK</i>	(36)
<i>ELM</i>	(63)
<i>ELMCROFT</i>	(68)
<i>LANARK</i>	(24)
<i>MERCHANTS</i>	(29)
<i>QUENTIN</i>	(24)

NOTE: Monticello is a cross street with no Street Representative due to its size.  
It has only 2 dwellings listed which are included in the side street count.

**Corwin District**

Streets: 6

Total Addresses: 208

<i>BROWNCROFT</i>	(36)
<i>CORWIN</i>	(49)
<i>DORCHESTER</i>	(51)
<i>GRAMERCY</i>	(11)
<i>RAMSEY</i>	(16)
<i>WINDEMERE</i>	(45)

**Croydon District**

Streets: 5

Total Addresses: 220

<i>BERESFORD</i>	(42)
<i>CROYDON</i>	(53)
<i>GASLIGHT</i>	(26)
<i>NEWCASTLE</i>	(51)
<i>YARMOUTH</i>	(48)