

## COALITION OF NASSAU CIVIC ASSOCIATIONS

### By-Laws

#### ARTICLE ONE – ORGANIZATION

The name of the not-for-profit, non-partisan civic association created herein shall be the *Coalition of Nassau Civic Associations*, also referred to herein as the “Coalition.”

#### ARTICLE TWO – PURPOSE

The Coalition’s purpose shall be to serve as a resource for civic associations throughout Nassau County, New York; share information relating to County matters and its respective governmental entities; and collaboratively address common issues of concern affecting its communities.

#### ARTICLE THREE – MEMBERSHIP

Coalition Membership shall consist of Member Civics and Junior Member Civics.

**Section 1 – Member Civic:** A Member Civic is a civic association located either wholly or partially within Nassau County; has paid its Membership Dues; and is in compliance with the provisions of these By-Laws. Member Civics shall be duly recognized as such on the Coalition’s website.

**Section 2 – Junior Member Civic:** A Junior Member Civic is a civic association located either wholly or partially within Nassau County; has an interest in the Coalition; but has not paid its Membership Dues. Junior Member Civics may participate in matters addressed by the Coalition, but shall possess neither voting privileges nor Council representation. Junior Member Civics shall be duly recognized as such on the Coalition’s website.

#### ARTICLE FOUR – GOVERNANCE

**Section 1 – General:** The Coalition shall be governed by a Council of Delegates and Board of Directors.

**Section 2 – Council of Delegates (“Council”):** The Council shall be the formal voting body of the Coalition.

- A.** Each Member Civic shall appoint its own Delegate. There shall be one Delegate from each Member Civic, who shall represent and support his or her Member Civic’s interests at all Coalition meetings; and, as may be required, vote on its behalf as set forth under Article Five. No individual may serve as a Delegate if he or she is an elected government official in any jurisdiction located either entirely or partially within Nassau County.
- B.** A Member Civic may, at its own discretion and at any time, appoint a different Delegate to represent and support its interests, and vote at Coalition meetings. Each Member Civic shall inform the President of its appointed Delegate and all changes affecting that appointment.
- C.** Any Delegate may bring a matter, cause or issue of concern before the Board for prudent review. To effect such review and to the extent practical, the Delegate shall make every effort to present all pertinent information to the Board in a timely, thorough, and balanced manner. The Board will then bring the matter, cause or issue to the Council for a vote either at the next Council Meeting or by an Electronic Meeting as set forth in Article Five below, to either take a position or actively advocate for that position. If, by simple majority vote, the responding Delegates decide to actively advocate for that position, the Board may then, by simple majority vote, decide to form an Ad Hoc Committee to address the issue as stated in Article Six, Section 3 below.
- D.** Each Delegate shall be duly recognized on the Coalition’s website.

### **Section 3 – Board of Directors (“Board”):**

- A. Coalition Districts shall be defined by and named after their respective 2013 NY State Assembly Districts, located wholly or partially within Nassau County. There shall be at most one Director for each of the Coalition Districts named below:

9<sup>th</sup> District - The 2013 Assembly District, including all of Seaford;  
13<sup>th</sup> District - The 2013 Assembly District;  
14<sup>th</sup> District - The 2013 Assembly District, excluding all of Seaford;  
15<sup>th</sup> District - The 2013 Assembly District;  
16<sup>th</sup> District - The 2013 Assembly District;  
17<sup>th</sup> District - The 2013 Assembly District;  
18<sup>th</sup> District - The 2013 Assembly District;  
19<sup>th</sup> District - The 2013 Assembly District;  
20<sup>th</sup> District - The 2013 Assembly District;  
21<sup>st</sup> District - The 2013 Assembly District; and  
22<sup>nd</sup> District - The 2013 Assembly District.

From time to time, when District demographics shift or NY State redefines its Assembly Districts, the Council shall consider likewise redefining the Coalition’s Districts.

- B. Each Director shall be elected only by the Member Civics located within his or her respective District. Each Director shall be and remain the Delegate for his or her Member Civic with all the rights and privileges afforded the Delegate position. Each Director shall represent and support the Member Civics located within his or her respective District; and, as may be required, vote on their behalf as set forth under Article Five. No individual may serve as a Director if he or she is an elected government official in any jurisdiction located either entirely or partially within Nassau County.
- C. Any Director may bring a matter, cause or issue of concern before the Board for prudent review. To effect such review and to the extent practical, the Director shall make every effort to present all pertinent information to the Board in a timely, thorough, and balanced manner. The Board will then bring the matter, cause or issue to the Council for a vote either at the next Council Meeting or by an Electronic Meeting as set forth in Article Five below, to either take a position or actively advocate for that position. If, by simple majority vote, the responding Delegates decide to actively advocate for that position, the Board may then, by simple majority vote, decide to form an Ad Hoc Committee to address the issue as stated in Article Six, Section 3 below.
- D. The Council may override by a two-thirds (2/3rd) majority vote any decision made by the Board.
- E. Each Director shall recruit non-member civic associations to become Member Civics and establish Membership Dues set forth in Article Seven.
- F. Each Director shall be duly recognized on the Coalition’s website.

**Section 4 – Board Elections:** Board elections shall be held annually during the first quarter of the calendar year. On behalf of its Member Civic, each Delegate may cast his or her vote for any of the candidates seeking a Director’s position on the Board. Such elections may take place in person, by proxy, or via electronic media (e.g. speaker phone or email). There shall be no term limits for any Director.

**Section 5 – Officers and Officer Responsibilities:** The Board shall select by simple majority the following Officers: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer who shall perform the duties customary to that role as described in the latest edition of *Robert’s Rules of Order* in effect on January 1, 2013, unless otherwise set forth in these By-Laws. Officers and their responsibilities are as follows:

- A. **President:** The President shall:
- Serve as the Coalition’s chief executive officer;
  - Chair Council and Board Meetings;

- iii. Be an ex-officio member of all Committees;
  - iv. Appoint chairs of Ad Hoc Committees with simple majority vote of the Board as set forth in Article Six, Section 3;
  - v. Make emergency decisions when failure to act expeditiously could jeopardize personal health or property. Urgent, but non-emergency, decisions shall require a simple majority vote from the responding Directors as set forth in Article Five.
  - vi. Be the official spokesperson for the Coalition. The Board may designate, by simple majority vote, another spokesperson when it deems that person to be more qualified to speak on a specific matter at hand.
  - vii. Be authorized to execute Coalition expenditures, commitments or disbursements up to \$100; and, with simple majority vote of the Board, authorize any such expenditure, commitment or disbursement over \$100.
- B.** **Vice President:** The Vice President shall act as an aide and report to the President. In the President's absence, the Vice President shall perform the duties of the President.
- C.** **Recording Secretary:** The Recording Secretary shall keep, chronicle, document, and disseminate all Coalition meeting minutes and related documents.
- D.** **Corresponding Secretary:** With the exception of the duties assigned the Recording Secretary, the Corresponding Secretary shall be the custodian of all Coalition records, including Membership, computer records and email lists. The Corresponding Secretary shall execute all communication and perform other such duties customary to this Office. The Corresponding Secretary shall chair the By-Laws Committee and provide oversight for the Webmaster. When necessary, the Corresponding Secretary may appoint Coalition Delegates to serve as his or her assistants. The Corresponding Secretary shall inform the Officers and Directors of all such appointments, which may be revoked by a simple majority vote of the Board.
- E.** **Treasurer:** The Treasurer shall be the responsible person of record for the Coalition's finances. When necessary, the Treasurer may appoint Coalition Delegates to serve as his or her assistants. The Treasurer shall inform the Officers and Directors of all such appointments, which may be revoked by a simple majority vote of the Board.

**Section 6 – Webmaster:** The Webmaster shall be appointed by a simple majority vote of the Board; and be responsible for maintaining and updating the Coalition's website with relevant particulars, applicable articles, and others issues of concern or matters of interest as submitted by the Corresponding Secretary with simple majority approval of the responding Directors. Such information may be removed from the website at the Corresponding Secretary's direction with simple majority approval of the responding Directors.

Each Officer and the Webmaster shall be duly recognized on the Coalition's website.

**Section 7 – Terms of Office:** Terms of Office for both Directors and Officers shall commence on the day of installation to the Board and continue for a period of one year or until a successor is elected, whichever occurs first. There is no limit on the number of terms a Director or Officer may serve.

#### **Section 8 – Removal and Replacement of Directors and Officers:**

- A.** Any Director may be removed from office by a two-third (2/3<sup>rd</sup>) majority vote of the Delegates from the Member Civics existing within that District, excluding the vote of the Director who is the candidate for removal.
- B.** Any Officer may be removed from office by a two-third (2/3<sup>rd</sup>) majority vote of the Board, excluding, if applicable, the vote of the Officer who is the candidate for removal.
- C.** If any Director or Officer fails to attend three consecutive Board Meetings without an excuse deemed acceptable by the Board, the position shall be deemed vacant and filled as follows:

- i. Director vacancies shall be filled by a simple majority vote of the Delegates representing their respective District. Until such time, the Board may, by a simple majority vote, appoint a temporary Director from and to represent that District.
- ii. Officer vacancies shall be filled by a simple majority vote of the remaining Directors, except where succession is otherwise defined herein.

## **ARTICLE FIVE – MEETINGS**

All Coalition meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order* in effect on January 1, 2013. Such meetings shall maximize openness and transparency, including the timely posting of meeting minutes and other relevant information or documents for public review.

**Section 1 – Voting:** Respectively, at all Council or Board Meetings, each Delegate or Director shall have at most one vote on any matter, cause or issue of concern requiring a Coalition decision, stand or formal position; and, except as specifically stipulated elsewhere in these By-Laws, the simple majority shall prevail. In the event of a tie, the decision or motion in question shall not pass.

**Section 2 – Quorums:**

- A. Quorum of Delegates:** A Quorum of Delegates shall exist at any Council Meeting if a simple majority of Delegates are present in person, by proxy, or via electronic media.
- B. Quorum of Directors:** A Quorum of Directors shall exist at any Board Meeting if a simple majority of Directors are present in person, by proxy, or via electronic media.

**Section 3 – Proxy:** Any pertinent proxy shall be delivered to the Recording Secretary prior to the scheduled start of the Meeting, in a format prescribed by the Recording Secretary and approved by the Board.

**Section 4 – Electronic Meetings:** The Council and Board are empowered to conduct Coalition business between regularly scheduled meetings using electronic media when a matter of importance arises and a physical meeting is impractical or impossible. Providing a Quorum exists, or except as otherwise set forth in these By-Laws, decisions shall be made and motions passed by a simple majority vote of the respective Delegates or Directors who respond within the time frame designated in the electronic communication.

**Section 5 – Council Meetings:** An Annual Council Meeting shall be called within the first quarter of each calendar year, which shall include the election of Directors. A minimum two-week advance written or electronic notice must be given to the Member Civics. Thereafter, the Board shall determine the frequency and venues of additional Council Meetings; and, pursuant to Section 6 below, Board Meetings as well.

**Section 6 – Board of Director Meetings:**

- A.** The Board shall meet between Council Meetings as needed. Within 30 days following the annual Council Meeting, the Board shall establish the dates, times and venues of additional Council and Board Meetings for the remaining calendar year. The schedule of all such Meetings shall be posted on the Coalition's website. Additional Council or Board Meetings may be called by the President or any two Directors.
- B.** If any urgent matter or issue, requiring an expeditious Board determination, decision or position is submitted by a Director, requiring the Board conduct an Electronic Meeting, then each Director shall respond with due-diligence within 48 hours after the initial request. Resolution shall be reached by a simple majority vote of the responding Directors at the close of the 48 hour period. If an urgent matter or issue requires a more expeditious resolution, the electronic submission shall specifically state the response deadline, at which time and date the simple majority vote of the responding Directors shall be effectuated by the Board. After the Board's vote, it shall disclose its final determination, decision or position at the next following Coalition meeting and post it on the Coalition's website.

## **ARTICLE SIX – COMMITTEES**

**Section 1 – Standing Committees:** By a simple majority vote, the Board shall appoint chairs for the following two Standing Committees:

- A. By-Laws Committee:** A By-Laws Committee shall be appointed by the Board if and when it is deemed necessary by a simple majority vote from either the Board or the Council. The By-Laws Committee shall work with the Corresponding Secretary to amend and/or otherwise revise these By-Laws. A general By-Laws review shall be conducted two years following their initial adoption in order to assess the overall functionality of the organization and propose related amendments, appendices, or other revisions to be considered by the Council.
- B. Environmental Committee:** The Environmental Committee shall be charged with receiving and examining environmental issues impacting Nassau County, including, but not limited to, its water resources, protecting its surface waters and related wetlands, groundwater, drinking water and the aquifers, sewage treatment and wastewater management, storm damage and coastal erosion mitigation, and any other such matters that may negatively or positively affect the general health, safety, welfare and quality of life of Nassau County and its local environs. To advance these goals, the Environmental Committee shall facilitate a pro-active working relationship with independent environmental groups and various levels of government and respective agencies; meet at least twice a year; and issue a written report, via its chair, at the next following Coalition meeting.

**Section 2 – Additional Standing Committees:** As required, additional Standing Committees may be formed, with their purpose to be explicitly defined and their respective chairs appointed at that time, by a simple majority vote of the Board.

**Section 3 – Ad Hoc Committees:** As required, and by a simple majority vote of the Board, Ad Hoc Committees may be formed to address matters, causes or issues of concern which the Coalition may wish to address or otherwise adopt a position. Ad Hoc Committee chairs shall be appointed by the President and approved by a simple majority vote of the Board.

## **ARTICLE SEVEN – FISCAL YEAR AND MEMBERSHIP DUES**

**Section 1 – Fiscal Year:** The Coalition’s fiscal year shall be January 1 through December 31.

**Section 2 – Membership Dues:** Membership Dues shall be determined by the Board.

## **ARTICLE EIGHT – BY-LAWS STATUTE**

Amendments to these By-Laws, including appendices or other revisions, may be proposed to the Board by any Delegate or Director and, upon receipt, the Board shall re-appoint a By-Laws Committee pursuant to Article Six, Section 1. The re-appointed Committee and Corresponding Secretary shall then prepare the respective documents and send them to all Delegates for their review. Proposed revisions thereto shall be returned to the Board for consideration; and, upon finalizing its decision and having provided written and electronic notices to all Delegates two-weeks in advance, the Council shall then vote to ratify the amendments. And, providing a Quorum of Delegates exists, they shall be ratified upon having received a two-third (2/3rd) majority vote of the Council. Upon ratification, the amendments shall go into effect on the date and time they are ratified; be timely made available to the public; and posted on the Coalition’s website.