

# Helderberg Neighborhood Association, Inc.

## Bylaws

(Revision November 11, 2023, Adopted December 12, 2023)

### Article I: Legal Authority

Helderberg Neighborhood Association, Inc. is a 501(c)(3) non-profit organization providing neighborhood education and community building.

### Article II: Name and Location

**Section 1: Official Name** - Helderberg Neighborhood Association, Inc.

**Section 2: Assumed Name** - For purposes of advertising and promotion, the corporation may at times utilize the assumed name of "HNA or Helderberg Neighborhood Association." However, the official name shall remain the binding corporate name to transact business.

**Section 3: Location** - The HNA is located in the City of Albany, Albany County, New York State. The HNA's border runs from New Scotland Avenue (north and south side) to Hackett Boulevard (north side), and from Academy Road (both sides) to South Manning Boulevard (east side).

Mailing address: HNA, P.O. Box 8841, Albany, NY 12208-8841

### Article III: Purpose

**Section 1: Mission** - The HNA is comprised of homeowners, renters, businesses and community stakeholders, dedicated to the purposes for which the HNA was formed to:

- (A) study, plan, implement, promote and host projects, activities and events that preserve and improve the residential character and morale of the neighborhood and its residents;
- (B) provide an outlet and forum for education, information sharing and discussion of issues that affect the quality of life of residents, businesses and community stakeholders. We provide a way for members to share information, discuss issues and improve the neighborhood through actions, projects and events; and
- (C) perform any other acts or duties as incidental to or connected with the forgoing purposes or in advancement thereof, but not for the pecuniary profit for financial gain of any of its members, board of director, or any other individual, except as permitted under Article 5 of the New York State Not-For-Profit Corporation Law.

**Section 2: Restrictions** - No activity of the corporation shall support political campaigns on behalf of nor endorse any candidate for public office; restrict membership on the basis of race, religion, gender or national origin; or do anything to disqualify its tax-exempt status pursuant to IRS Section 501(c)(3).

#### **Article IV: Membership**

**Section 1: Eligibility** - Any person expressing an interest in the HNA and to the purposes for which the HNA was formed, as described in Article 2 Sections 1-3 and is current with membership dues as defined by the Board of Directors.

**Section 2: Composition** - The HNA shall comprise of:

- (A) Members - Residents, within the borders as stated in Article 2, Section 3.
- (B) Business Member - Proprietor of businesses.
- (C) Associate Members - Former residents, or those residing outside of HNA borders as stated in Article 2, Section 3.
- (D) Board of Directors - members in good standing, to be elected annually by HNA members, as described in Article 5.

#### **Section 3: Membership Dues**

Membership dues are to be paid annually for a cost determined by the Board and approved at each Annual Meeting by the members, as defined in Section 2, and shall be for a period of one year starting on January 1 and ending on December 31.

- (A) The amount of the annual dues for all membership categories shall be determined by the Board of Directors prior to each annual meeting and shall be included in the notice for such meeting.
- (B) The fee for each membership category, as established in Article 4, Section 2(A-D), may differ as determined by the Board of Directors.
- (C) A member or associate member shall be deemed in good standing upon payment of their dues.

**Section 4: Voting Privileges** – According to their category of membership, each member in good standing with the exception of an associate member, shall have one vote on motions presented at the Annual Meeting, at membership meetings, and at special scheduled meetings of the corporation. At least ten (10) members, including Board of Directors, must be present at a meeting to constitute a quorum for such meeting and for a vote to be taken. Board members receive one vote at membership meetings, and represent their household's vote. Membership is not transferable and does not allow any rights or interest in the assets or income of the corporation. No proxy votes are permitted.

#### **Article V: Board of Directors**

**Section 1: Governance** - The HNA, and programs of this not-for-profit corporation shall be managed and controlled by a Board of Directors consisting of not less than three (3) and not more than six (6) of duly elected voting members. The Board of Directors retain those powers granted under New York Statutes which permit all necessary and convenient actions to affect all the approved purposes for Helderberg Neighborhood Association.

**Section 2: Composition** - The HNA members shall annually elect a Board of Directors (hereinafter referred to as the “Board”). The Board shall consist of the following positions: Chair, Vice-Chair, Treasurer, Secretary, Communications Director, and Outreach Director.

**Section 3: Elections** - Elections will be held at the Annual Meeting and any member in good standing may nominate themselves or another resident to run for a position on the Board.

- (A) Nominations must be made in writing or by email prior to the Annual Meeting.
- (B) Current Board of Directors members wishing to remain on the Board must make such intention known prior to the Annual Meeting.
- (C) Board members shall be elected annually by a majority of the membership present at the Annual Meeting.

**Section 4: Terms of Office** - Directors elected at Annual Meeting and shall serve a first term of one (1) year, beginning January 1 and ending December 31.

**Section 5: Vacancies** – The Board of Directors is authorized to fill any vacancies on the Board of Directors during the current term and can appoint a member to fill said vacancy for the remainder of the year.

Vacancies shall include both vacated and unfilled seats on the Board of Directors. Vacancies which occur on the Board shall be filled by the Board of Directors for the remaining, unexpired term of an absent Director or for an unfilled seat. Such appointments commence on that date and end at an appropriate and subsequent Annual Meeting.

**Section 7: Compensation** - Directors shall be volunteers and shall receive no compensation for their services, except for reimbursement for expenses directly related to the HNA activities as approved by the Board of Directors.

## **Article VI: Meetings**

**Section 1: Annual Meeting** - An Annual Meeting of the HNA and its members shall be held each year, prior to December 31. The board shall provide a summary of the fiscal year’s activities, and the Treasurer or other HNA Board of Director shall present the financial report. Members in good standing shall elect the Board of Directors.

**Section 2: Membership Meetings** - Membership meetings shall be held no less frequently than four (4) times per year, unless otherwise agreed upon by the majority of the Board. A meeting may be called by the Chair or a majority of the Board, as deemed necessary. The Board shall determine meeting dates, times and locations.

**Section 3: Notice** - Notice of membership meeting shall be given to members in electronic or printed form by the HNA, not later than, and at least seven (7) days prior to the meeting, and shall state the location, date and time of the meeting.

**Section 4: Quorum & Voting** - Quorum and voting for HNA meeting as follows:

- (A) **Membership and Annual Meetings:** At least ten (10) members, including Board of Directors, must be present at a meeting to constitute a quorum for such meeting and for a vote to be taken.
- (B) **Board of Director Meetings:** A simple majority of board members being present shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected board member shall have one vote. Proxy shall not be permitted.

**Section 5: Rules of Order** - Robert's Rules of Order (current edition) shall be followed in all meetings of the corporation and its committees, unless otherwise modified herein by these Bylaws. Minutes of actions taken and members present at such meetings shall be maintained in writing.

**Article VII: Officers**

**Section 1: Officers** - Officers of the corporation shall include: Board Chair, Vice Chair, Secretary, a Treasurer, Communication Director and Outreach Director. All such officers must be duly elected by the membership and shall constitute voting members of the Board of Directors. No individual shall concurrently hold more than one office. All Board members are member volunteers. All Board members are expected to attend Board, membership, and special event planning meetings, when practicable. (Note: Officers are the Board of Directors.)

**Section 2: Election and Term of Office** - Election of officers shall occur each year during the Annual Meeting. Each officer shall be elected by members-in-good-standing present and serve for a period of one year. All vacancies in these offices shall be appointed by the Board of Directors, for the remainder of that year.

**Section 3: Duties of Board Chair** - The Chair shall preside at all membership meetings and meetings of the Board of Directors, appoint committee members, exercise general oversight of corporate business and perform such other duties as needed.

**Section 4: Duties of Vice Chair** - Upon disability or absence of the Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors.

**Section 5: Duties of the Secretary** - The Secretary shall record the minutes of all membership meetings and meetings of the Board of Directors, maintain records of committee meetings.

**Section 7: Duties of the Treasurer** - The Treasurer shall be responsible for: the prompt deposit of all receipts, checking account, an accurate, written accounting of income and expenditures, and shall present a written financial report at least quarterly to the Board of Directors, and on request, and at the Annual Meeting. All expenditures shall be approved in advance by the Board of Directors, or by the Chair

with ratification by the Board of Directors at the next board meeting.

**Section 8: Communications Director** - The Communication Director shall respond to member's inquiries, shall contact HNA businesses regarding event sponsorship and participation. Assist with social media and other marketing publications, as well as assists to maintain a member contact list .

**Section 9: Outreach Director** - The Outreach Director shall assist with event planning, and work to engage all HNA members, as well as work as a liaison between community groups and the HNA.

**Section 10: Removal** - Any Board member may be removed by a majority vote of the members of the Board.

### **Article IX: Finance and Audits**

**Section 1: Fiscal Year** - The Corporation's financial year shall commence on the start January 1 and end December 31.

**Section 2: Funds and Property** - All funds and property held by the corporation are maintained in trust for the purposes authorized in accordance with its official Mission and Goals.

**Section 3: Records and Reports** - Finances of the corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

**Section 4: Deposits & Disbursements** - All disbursements shall be made by check or electronic payment by the Treasurer or authorized Board of Director member.

**Section 5: Audits** - The financial statements of this corporation shall be audited periodically as determined by the Board. Such an audit shall be made by one Board member other than the Treasurer.

### **Article XI: Dissolution of the Corporation**

**Section 1: Dissolution Rule** - The Board of Directors shall call a special meeting for the sole purpose of deciding the future of this corporation, with an affirmative vote in favor by a simple majority of the membership the HNA will be dissolved.

At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors.

**Section 2: Optional Rule** - In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the corporation, upon application by any officer or member, the Superior Court of Albany County shall dissolve the corporation in a manner consistent with the above rule and in

accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

### **Article XII: Amendments**

Amendments may be adopted at any meeting at which a quorum is declared present, provided appropriate notice of the amendment is provided to all members at least twenty one (21) days prior to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those members present and voting. Such amendments take effect as stated in the original motion.

#### **HISTORICAL NOTES:**

- 1) [Articles of Confederation: April 18, 1996](#)
- 2) [ORIGINAL BYLAWS AMENDED/ADOPTED: March 2013](#)
- 3) REVISIONS TO BYLAWS: Approved by the Board of Directors on Nov. 11, 2023; **Approved by HNA Membership at the Annual Meeting on Dec. 12, 2023.**