

Enfield Community Council

Constitution and Bylaws

- I. The name of this organization shall be the Enfield Community Council, Inc.
- II. The purpose of the Council shall be to organize, operate, and maintain youth programs offering instruction, athletic, social, and cultural learning opportunities and supervised activities, recreation and entertainment for children and youth of the Enfield, NY community; and to involve parents and other residents of the Enfield, NY community in the programs and objectives of the youth programs. AND

To promote, operate and maintain civic, social, recreational, educational and cultural programs, classes, projects and activities for resident of the Enfield, NY community and the betterment of the community.

- III. The Council shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Council is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Council also include the ability to accept contributions from the public and private sectors, whether financial or in-kind contributions. The Council is recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- IV. The Council 's Board of Directors accepts non-voting affiliate members.
 - a. Membership: Application for membership shall be open to any current resident, parent of a student in the Enfield Elementary School, property owner, business operator, or employee of the Town of Enfield or the Enfield Elementary School that supports the purpose statement of the Enfield Community Council Inc.
 - b. Membership is granted after completion and receipt of a membership application and voted on by a majority of the of the Board of Directors.
- V. **Board of Directors:**
 - a. The Enfield Community Council, Inc. shall have a board of directors consisting of at least 5 and no more than 9 directors. Each director will serve for a term of 2 years. Upon implementation of these by-laws at the Annual Meeting half of the directors will be elected for a one-year term, and half will be elected for a two-year term. There after all elections will be for a two-year term.

- b. Any affiliate member or current Board of Director can make nominations from the floor to be considered for election to the Board of Directors, to be voted on at the annual meeting by the current Board of Directors.
- c. All affairs of the Council shall be managed under the direction of the Board of Directors.
- d. To be eligible to serve as a director on the Board of Directors the individual must be 16 years of age and a current resident of the Town of Enfield, a parent of a student in the Enfield Elementary School, property owner, business operator, or employee of the Town of Enfield or the Enfield Elementary School.
- e. If a member of the board of directors is supplying a paid service in conjunction with the items being voted on, they must abstain from any and all votes in association with the paid service.
- f. The Board may fill vacancies due to the expiration of a director's term, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.
- g. A director may be removed by two-thirds vote of the board of directors when in office for cause or no cause. Before such vote on removal the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at the meeting of the board.
- h. A director may be removed after 3 consecutive unexcused absences or 6 consecutive excused absences.
- i. There will be a minimum of 6 meetings a year. General meeting date and time shall be posted on the Council's web site and the Town of Enfield's web site.
- j. Special meetings may be called by at least two officers or 5 board members with at least a 2 days' notice given to all directors.
- k. The Annual Meeting for the election of Board of Directors shall be held in the month of February. Reports of standing committees and from organizations receiving Council funds or support shall be given at the Annual Meeting. Reports can be written or in person.
- l. A quorum shall consist of a majority of the appointed directors.
- m. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
- n. In the event of a hung board decision (based on a tied number of votes) the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.
- o. These amendments authorize the use of email for official communications and voting privileges among members of the ECC Board of directors. All attempts to include all directors must be made and a quorum of the BOD is needed for a vote.
- p. Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities such as travel etc.

- q. In all situations not addressed by these By-laws, Robert's Rules of Order shall apply.
- VI. The Board of directors has the authority to create committees by adopted resolution by majority of the directors. Committees may consist of non-directors but must include at least one director. All members of a committee have equal vote if present on committee business.

Committee chairs shall give progress reports at general meeting and at the annual meeting.

Committees cannot take any final action on matters which require a board vote, cannot fill vacancies on the board of directors, cannot amend or repeal Bylaws or adopt new Bylaws.

- VII. **The officers of the Council** shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by and serve at the pleasure of the board of directors. All officers are members of the Board of Directors. Officers will be nominated and voted on at the meeting following the annual meeting by the newly elected Board of Directors. Each officer shall have the authority and shall perform the duties set forth in these By-laws. Term of office shall be one-year.
- a. The Board President shall be the chief officer of the Council and shall lead the Board of Directors in performing its duties and responsibilities including presiding at all meetings of the BOD.
 - b. The Vice President shall perform all duties of the President in their absence.
 - c. The Secretary shall take the minutes and keep a book of minutes. Will make sure meetings and minutes are posted according to the By-laws.
 - d. The Treasurer shall be the lead director for oversight of financial condition and affairs of the corporation. The treasurer shall keep the Board informed of the financial condition of the Council and of audit or financial review results. The Treasurer shall lead the budget preparation and present at the Annual Meeting.
 - i. All expenditures outside of the approved budget must be approved by the officers, each item individually, or in bulk for items such as the summer program and Harvest Festival.

VIII. **Indemnification:**

- a. The Council shall indemnify a director or former director, who was wholly successful, on the merits or otherwise in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Council against reasonable expenses incurred by him or her in connection with the proceedings.

IX. **Nondiscrimination Policy:**

- a. The officers, directors, committee members, employees, and persons served by this Council shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Enfield Community Council not to discriminate on the basis of race, creed, ancestry, marital

status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

X. Counterterrorism and Due Diligence Policy

- a. The Council shall comply and put into practice the federal guidelines, suggestions, and laws and limitation set forth by the pre-existing US legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions and programs administered by the Office of Foreign Assets Control in regard to its foreign activities.

XI. Retention of Records:

- a. The Council will comply with all federal and state laws in the retention of all the records.
- b. The retention of electronic mail that needs to be saved shall be printed in hard copy and kept in the appropriate file.

XII. Bylaw Amendments: These Bylaws may be amended, altered, repealed, or restated by 2/3 vote of the Board of Directors then in office at a meeting of the Board provided,

- a. The proposed amendments must be mailed or sent electronically to all directors at least ten days before the meeting at which the proposed change is to be voted upon.
- b. That no amendment shall be made to these Bylaws which would cause the Council to cease to qualify as a 501(c)(3).
- c. That an amendment does not affect the voting rights of the directors.

Amended February 28, 2019