

**THE VAN HORNESVILLE COMMUNITY CORPORATION BYLAWS**  
**in effect following the Membership Meeting held on May 21, 2022**

**Our Purpose**

As stated in the Articles of Incorporation: “The purpose or purposes for which [the Van Hornesville Community Corporation] is to be formed are to assist, encourage and promote the well-being or well doing of the inhabitants in one or more rural communities and towns in the State of New York.”

The focus of the Van Hornesville Community Corporation will be the Hamlet of Van Hornesville, the birthplace and home of Owen D. Young, the founder of this organization.

**ARTICLE I - TERMS**

1. The Van Hornesville Community Corporation (the “Corporation” or the “VHCC”) is a non-governmental organization with no taxing or regulatory authority. Membership is voluntary. The VHCC is designated a public charity under Internal Revenue Service rules, Section 509(a)(2), and donations to the VHCC are tax-deductible as allowable by law.
2. “Member,” “Members,” and “Membership” or “the Membership” shall refer to Membership in the Corporation, not membership on the Board.
3. “Board,” “the Board,” “Board member,” and “Director” shall only refer to membership on the Board of Directors.
4. “Board meeting” or “meeting of the Board” refers specifically to meetings limited to Board members; Members of the Corporation may contact the President of the Board if they would like to address the Board.
5. “Membership meetings,” include the May and November Semi-Annual Meetings as well as any Special Meetings. All Membership meetings are open to the full Membership.
6. In these Bylaws the term "majority" means a simple majority (defined as 50% plus one) of those present and voting at a meeting. Members represented by proxy shall be counted as present.

**ARTICLE II - MEMBERSHIP**

1. Membership in the Corporation shall be open to all persons
  - a. residing in Van Hornesville (or its surrounding area, as determined by the Board of Directors);
    - i. Adult children, 18 years of age and older, living in the same residence as a Member are eligible for their own Household Membership.
  - b. owning property in Van Hornesville (or its surrounding area, as determined by the Board of Directors);

- c. operating, or being employed by, a business in Van Hornesville (or its surrounding area, as determined by the Board of Directors);
- d. having a sincere interest in Van Hornesville and its vicinity, and in advancing the purposes of the Corporation as stated in its certificate of incorporation.

## 2. Verification of Membership Eligibility

- a. All persons residing in, owning property in, operating a business in, or working for a business in Van Hornesville, as well as all those whose children have or do attend ODY School, as well as all those who are alumni of the ODY School, may become Members of the Corporation by presenting qualifying documents to the Board of Directors.
  - i. Membership and voting rights will take effect 30 days after the application is accepted by the Board and payment of Dues is made.
- b. All other persons having an interest in being Members of the Corporation shall contact the Board of Directors.
  - i. Membership and voting rights will take effect 30 days after the application is accepted by the Board and payment of Dues is made.

## 3. Payment of Dues

- a. All Household Members (described below) will be required to pay annual dues. These dues shall be paid between January 1 and March 1 of each year. The official year shall be a calendar year beginning on the first day of January of each year and ending on the thirty-first day of December.
- b. The Secretary shall mail an invoice for dues payable to Members the first week of January of each year.
- c. Any Member who fails to pay dues by March first will be considered no longer in good standing and will forfeit Membership in the Corporation.
  - i. Lapsed Members may reclaim Membership and voting privileges by paying Past Dues and any additional administrative fee set by the Board to be capped at no greater than 50% of the amount owed.
- d. Any financial hardship causing a Member to be unable to pay dues will be reviewed by the Board of Directors, which will consider the hardship and will decide if the hardship merits waiver of dues.

## 4. Membership Categories.

- a. If authorized by the Membership to do so, the Board of Directors may establish categories of Membership other than those described below.
- b. Membership Categories:
  - i. Household Membership: Household Membership can be either Individual Memberships or a Couples Membership. Household Members in good standing are required to pay annual dues. Household Members can serve on committees, and work on projects to promote the well-being and well-doing of the inhabitants of Van Hornesville and its immediate environs in accordance with the Member's area of expertise.
  - ii. Life Membership: A Member may apply for life Membership in the corporation after reaching the age of 70 and having paid dues and offered service for 25 years. Life Members shall be exempt from Membership dues.

- iii. Armed Service Membership: Those Members who enter the military service of the United States of America shall be excused from the payment of dues and shall maintain their Membership status while in active service.
  - iv. Community Service Membership: Teachers, public health workers, firefighters, EMTs and other public servants may be excused from the payment of dues after 10 years of service.
5. Memberships of any category may be terminated by the Corporation, with or without cause, in a two-step procedure:
- a. By a majority vote of the Board of Directors in secret ballot, followed
  - b. By a majority vote of the Membership in secret ballot at a Special Meeting or regularly scheduled Semi-Annual Meeting.

### **ARTICLE III - MEMBERSHIP MEETINGS**

1. The Semi-Annual Meetings of the Members of the Corporation shall be held, unless the Board of Directors announces another place or time, at the Mill Pond Community Center in Van Hornesville, New York, during the months of May and November. Written notice of meetings shall be given to each Member not less than fourteen (14) days nor more than sixty (60) days prior to the appointed meeting date; notifications via electronic communication is authorized by these Bylaws.
  - a. Meetings may be held in person and/or via electronic means, as determined by the Board of Directors.
  - b. A written agenda will be provided to Members no less than five (5) days prior to the meeting.
2. Special meetings of the Members may be called at any time at any place by the President or the Board of Directors, subject to the same provisions of notice set forth for the Semi-Annual Meetings. Special meetings will also be called upon receipt of a written request to the Board of Directors by twenty per cent (20%) or more of the entire Membership.
  - a. The Membership roll will be determined by the Secretary on April 1 of each year, and then modified as needed by the addition of new Members.
3. A quorum to conduct business at a Semi-Annual or Special Meeting shall be twenty per cent (20%) of the Membership except where a greater fraction of the Membership is required to vote by law, by the certificate of incorporation, or by these Bylaws. Each Member shall be entitled to one vote. Proxy voting may be authorized by the Board of Directors.

### **ARTICLE IV - THE BOARD OF DIRECTORS**

1. The Board of Directors of the Corporation (the "Board") shall consist of not less than five (5) nor more than nine (9) Members. With one exception, as detailed below, all Directors to be elected by the Membership at the Semi-Annual Members meeting in November for a term of two years or until their successors are elected and qualified. Elections shall be by secret ballot unless the number of candidates matches the number of open positions, in which case a voice vote may be taken. (Example: three candidates for three positions, voice vote; three candidates for one or two positions, secret ballot.)
  - a. Elected Directors shall take office effective January 1st following their election.

- b. No Director shall serve more than six consecutive years (three terms) after which they are ineligible to serve for a period of two years.
    - i. A supermajority of 75% or more of the Membership can override this six-year limitation; this override vote will be taken by secret ballot at the May Semi-Annual Meeting so that the Nominating Committee knows in advance how many positions it needs to fill.
  - c. Two Members from the same household may not serve on the Board at the same time.
  - d. The Board shall represent the goals, interests, and diversity of the Van Hornesville community.
  - e. For tax purposes, the President and Treasurer who serve during any given fiscal year will sign that year's corporate return when filed the following year.
2. Per Paragraph 8 of the Articles of Incorporation [as amended December 28, 1947] "At least one Director shall be the principal or a Member of the Board of Education of the Van Hornesville Central School."
    - a. "Principal" is understood to be the same as "Superintendent."
    - b. "Van Hornesville Central School" is understood to be the same as "Owen D. Young Central School."
    - c. The Superintendent will inform the Board prior to the November Semi-Annual Meeting who will serve as the School District's designated Director for the coming year. There will be no term limit applied to this Director. All other paragraphs of these Bylaws will apply.
  3. In conjunction with motions and directives approved by the Membership at its Semi-Annual or Special Meetings, the Board of Directors shall:
    - a. determine the policies by which the stated purposes of the Corporation are to be pursued,
    - b. elect or appoint the officers as hereinafter provided,
    - c. prescribe the level of dues and assessments, and
    - d. have full authority over the affairs of the Corporation except as otherwise provided by law, by the certificate of incorporation, or by these Bylaws.
  4. The Board of Directors shall hold meetings monthly or at other intervals of their choosing as to address the needs and obligations of the Corporation. The dates and places of their meetings shall be determined by the Board; Directors will be notified at least fourteen (14) days in advance of any Board meeting.
    - a. Minutes of each Board meeting will be approved as soon as practical after the conclusion of a Board meeting but in no case later than the next Board meeting, and then distributed to the Membership. Minutes may be approved by electronic means if no discussion or modifications are requested, or at the next Board Meeting if modifications are requested to be discussed.
    - b. Draft Minutes of Semi-Annual Meetings will be approved by the Board at their next Board meeting, then distributed to the Membership. Draft Minutes will be approved by the Membership at the following Semi-Annual Meeting.
  5. Special meetings of the Board of Directors may be called at any place at any time by the President, or shall be called upon the written request of two or more Directors. Notice of a special meeting shall be given not less than five (5) nor more than thirty (30) days before the appointed date, and may be communicated in person or by mail or by electronic means.

6. Two-thirds (2/3) of the entire Board are required to constitute a quorum at any Board meeting. A majority of a quorum may transact any business before the meeting except where a larger vote is required by law, the certificate of incorporation, or these Bylaws. Vacancies in the Board, however, may be filled by a majority of the remaining Directors even though less than a quorum. Directors so elected shall hold office until January 1st following the November Semi-Annual Meeting when new Directors and officers are elected, or until their successors are elected and qualified. Per New York State law, Board Members may not vote by proxy.
7. Any one or more Directors may participate in a meeting of the Board by means of electronic communications equipment that allows all meeting participants to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.
8. A Director may be removed from office for cause by a majority vote of the entire Board. Cause shall include failure to attend three or more meetings of the Board within any calendar year. Vacancies thus created shall be filled by majority vote of the Board Members at the same meeting, and any Director so elected shall hold office for the remaining term of their predecessor.
9. Any or all Directors may be removed by a majority vote of the Membership with or without cause; vacancies thus created shall be filled by majority vote of the Members at the same meeting, and any Director so elected shall hold office for the remaining term of their predecessor.
10. A Nominating Committee shall be tasked with securing sufficient candidates to fill customary Board vacancies. This Nominating Committee shall consist of the President of the Board, the Vice-President of the Board and at least one voting Member of the Corporation who is not on the Board but has been approved by the Board. At least four weeks prior to the November Semi-Annual Meeting, the Nominating Committee shall submit a slate of nominees to the Board to be included in the November Semi-Annual Meeting Announcement and Agenda.
  - a. Nominations to the Board may also come from the Membership. To place an additional name (or names) into nomination, at least five (5) Members of the Corporation must signal support of an additional candidate by sending a written request to the President of the Board naming the Member to be added to the ballot no less than seven (7) days prior to the November Meeting.
11. Limits on Board Authority. The Board has the authority to manage and operate the Corporation except that:
  - a. No single capital expenditure shall be authorized by the Board of Directors in excess of \$5,000.00 in any fiscal year unless approved at a Semi-Annual or Special Meeting by a vote of sixty percent (60%) of the quorum of Members present.
  - b. The Board of Directors shall not obligate the Corporation in any way for a period of more than one (1) year without the approval at a Semi-Annual or Special Meeting by a vote of sixty percent (60%) of the quorum of Members present.
  - c. In the event of an emergency, the Board is authorized to make an emergency disbursement up to \$10,000; an emergency is defined as an event that must be addressed within 30 days.
12. Annual Financial Report. As part of each May Membership Semi-Annual Meeting, the Board shall furnish the Membership with a financial report detailing the past fiscal year's expenses; this report will be sent to the Membership no later than seven (7) days prior to the May Meeting.

13. Annual Projected Budget. As part of each November Membership Meeting, the Board of Directors shall furnish the Membership with a Projected Budget detailing the coming fiscal year's income and expenses; this Projected Budget will be sent to the Membership no later than seven (7) days prior to the November Meeting.

## **ARTICLE V - OFFICERS**

1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. There may be additional offices of the Corporation as established by the Board of Directors by Resolution, and in this regard, an organizational chart of such additional offices shall be created by resolution and filled by the President of the Corporation based upon interest and need of the Membership of the Corporation.
  - a. The Director designated by the School may not serve as an Officer of the Corporation.
2. The President, Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors from among its Members at its first meeting following the November Membership Semi-Annual Meeting with the effective date of such election to occur on January 1st following such election. This Board Organizational Meeting will be held within 30 days following the November Semi-Annual Meeting. Such officers shall hold office until their successors are elected and qualified.
  - a. With Board approval, the Secretary may appoint a Clerk to take Board or Semi-Annual Meeting Minutes, and execute other administrative tasks as agreed by the Board. The Clerk may be, but is not required to be, a Member of the Corporation.
  - b. With Board approval, the Treasurer may appoint an Assistant Treasurer to assist with bookkeeping and data entry processes. The Assistant Treasurer may be, but is not required to be, a Member of the Corporation. The Treasurer retains sole responsibility for fiscal documents and signings and may not delegate them to the Assistant Treasurer.
3. At its discretion the Board may appoint an Executive Director, with such administrative and managerial responsibilities as the Board may prescribe.
  - a. The role of Executive Director is to plan and implement policies set by the Board.
  - b. The Executive Director's role is to advise the Board; the Executive Director does not have a vote at Board meetings.
  - c. The Executive Director position may be paid or unpaid, within the limitations proscribed under Article IV.11.
  - d. The Board may create and appoint such other agents as it deems necessary, and may require any agent to furnish bond.
4. The President shall preside at all meetings of the Membership or of the Board of Directors at which they are present, shall oversee generally the activities of the Corporation, and shall be responsible for the effective execution of the Board's policies. If an Executive Director is appointed, the President may be relieved of such of these duties as the Board may specify.
5. In the event of the absence, disability, death, or resignation of the President, the elected Vice-President shall act as President until the President is again able to act or a new President is chosen. In the event of the disability, death, or resignation of the elected Vice-President, the Board shall designate the person who shall then act in that capacity.

6. The Secretary shall have custody of the seal of the Corporation; is responsible for keeping minutes of all meetings of the Membership and Board of Directors; shall keep the Membership roll; shall be responsible for issuing proper notice of meetings; shall issue solicitations for annual dues; and shall perform such other duties as may be assigned by the Board or the President.
7. The Treasurer shall keep all funds of the Corporation and shall have authority to open, maintain and close bank accounts; to collect all moneys owing to the Corporation; and, with the exception of the Legacy Funds (the VHCC Investment Portfolio), shall invest and disburse Corporation funds in furtherance of the corporate purposes and in accordance with the policies of the Board of Directors. The Treasurer shall keep accurate records and books of account available for the inspection of the Directors at all times.

## **ARTICLE VI - COMMITTEES**

1. The Board is responsible for creating and modifying an Organizational Chart that defines what Committees are in existence, what their duties and objectives are, and who on the Board acts as Liaison to the Committee Chair/Team Leader.
2. To the extent permitted by law, the Board of Directors may appoint members of the Board or from the general Membership to a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.
3. Committee Members shall serve for a one-year term or until their successors are appointed, unless the committee is sooner discharged. Any committee Member may be removed with or without cause by the authority which established the committee. Vacancies shall be filled in the manner provided for the original appointment.
4. The President shall be an ex officio Member of all committees and entitled to vote therein. The person holding the position of Executive Director, if any, shall be entitled ex officio to attend and speak at all committee meetings, but without a vote. A majority of the Members of any committee shall constitute a quorum for the transaction of business.
5. Any action required or permitted to be taken by any committee may be taken without a meeting if all Members of the committee consent in writing, including via electronic communication, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the records of the committee proceedings.
6. Committee chairs shall be responsible for coordinating the activities of their committees with the President or the President's designee (aka Board Liaison), and committee reports shall be filed with the Board of Directors.
7. A Legacy Funds Committee shall be tasked with overseeing the investments within the Legacy Funds. This Committee shall consist of the President of the Board, the Treasurer of the Board and at least one voting Member of the Corporation who is not on the Board but has been approved by the Board. On no less than a quarterly basis, the Legacy Funds Committee shall report to the Board and, in addition, shall report to the Membership as a whole at the May and November Semi-Annual

Meetings.

## **ARTICLE VII - CONFLICT OF INTEREST**

Any contract or transaction between the Corporation and any other corporation or entity in which a Director or officer and any other corporation or entity in which a Director or officer of this Corporation holds office or has a substantial financial interest shall be void or voidable unless

- a) the Director's or officer's position or interest is known to the Board or the committee authorizing the transaction, and the Board or committee authorizes the transaction by a vote sufficient for the purpose without counting the vote of any interested Director or officer; or
- b) if the relevant facts regarding the Director's or officer's position or interest are known to the Membership and the transaction is authorized by vote of the Membership.

## **ARTICLE VIII - INDEMNIFICATION**

If authorized by the Board of Directors, any Director or officer of the Corporation may be indemnified by the Corporation against all expenses actually and necessarily incurred by such Director or officer in connection with the defense of any action, suit, or proceeding to which he has been made a party by reason of his having been such Director or officer, except in relation to matters as to which such Director or officer shall have been held in such action to be liable for gross negligence or willful misconduct in the performance of duty, and except as indemnification is otherwise prohibited by law.

## **ARTICLE IX - AMENDMENTS**

These Bylaws may be amended at any meeting of the Members at a Semi-Annual or Special Meeting by a vote of sixty percent (60%) of the quorum of Members present, provided that the text of the proposed amendment has been previously sent to all Members with the notice of the meeting, and the notice states that a vote will be taken thereon at the meeting. Upon the consideration of any proposed amendment, amendments germane thereto may be offered and voted upon at the meeting without further notice.