

**THE EDMONT ASSOCIATION
SCARSDALE, NEW YORK**

**AMENDED AND RESTATED BY-LAWS
Last Revision – May 10, 2021**

Article I
Name

The name of this organization shall be "THE EDMONT ASSOCIATION". For communication and other purposes, it may be known as "The Old Edmont Association."

Article II
Objects and Purposes

The object and purpose of the Edmont Association (the "Association") shall be to promote the interests of the residents of the Old Edmont area; to ascertain School, County, Town and Community matters which may affect the welfare of this area; to study, report and coordinate community action thereon; to make views of the Old Edmont residents, and the reasons therefor, known to the Town, County, State, or Federal personnel and bodies in all proper efforts to better fire and police protection, public safety and zoning and planning regulation and enforcement, and, in general, to plan for and promote the general welfare of the Old Edmont area and develop and preserve its advantages as a place of residence.

Article III
Old Edmont Area

"Old Edmont Area", as herein used, shall mean that portion of the unincorporated area of the Town of Greenburgh, beginning at a point where the Bronx River Parkway and the City of Yonkers line intersect, thence west along said line to Old Army Road, thence north along the eastern line of Old Army Road to Ardsley Road, thence west along the northern line of Ardsley Road to Central Park Avenue, thence north along the eastern line of Central Avenue to a point west of the northern boundary of the Edmont School District property, thence east to and along said boundary to the Pipe Line Road (also known as Aqueduct Drive) and thence south along said Road and the Bronx River Parkway to the point and place of the beginning.

Article IV
Membership

Section 1. All adult residents of the Old Edmont area, and all individuals who are record owners of residences in the area, shall be eligible for membership in the Association. The Association will represent the interest of all residents eligible for membership, whether or not they are members. In the event of any controversy as to whether an individual is eligible for membership, the vote of the Board of Directors shall control.

Section 2. Membership in the Association shall become effective upon payment of the annual dues in the amount determined from time to time pursuant to these By-Laws. Individuals eligible for membership living within the same household shall each be eligible to become members without the payment of additional dues.

Section 3. Each member present at a meeting of the Association shall be entitled to cast one vote on all matters brought before the meeting. A household with multiple qualified members shall be capped at 2 votes. Voting by proxy shall not be permitted.

Section 4. Membership in the Association shall cease when a member shall no longer be a resident of or property owner in the area, resigns, or fails to pay the annual dues by June 30th of the year for which such dues are payable. A former member, who meets the requirements of this Article, may renew his or her membership upon payment of the annual dues of the Association for the year in which such membership is renewed. Dues shall not be refunded by reason of cessation of membership.

Article V Management

Section 1. The affairs and activities of the Association shall be managed by a Board of fifteen (15) Directors, to be elected from the membership.

Section 2. Directors shall serve for a term of three (3) years with no limitation to the number of terms they may serve. At each annual meeting of the Association, five (5) Directors shall be elected to replace those whose term of office will then expire, and the newly elected Directors shall hold office for three (3) years thereafter. If a vacancy shall occur among the Directors during the term, it may be filled by the remaining Directors, and such appointee shall hold office until the next annual election, when such vacancy shall be filled by the election of a Director, for any remainder of the unexpired term of such Director, if the unexpired term shall not have expired.

Section 3. The Board of Directors shall possess and exercise all powers and authority of the Association in the name and on the behalf of the Association, except those reserved to the members by these By-Laws. During each year, the Board of Directors shall program the activities of the Association, carry out the Association's purposes, and make such recommendations with reference thereto, as it shall deem proper. Except as otherwise provided in these By-Laws, the vote of a majority of Directors present shall be required to approve any act of the Directors. Directors may not vote by proxy.

Section 4. The Board of Directors shall, at their first meeting succeeding the Annual Meeting at which new Directors are elected, elect from their own membership the following officers: President, Treasurer, and Secretary and may at their option, elect a Vice President, Assistant Secretary, Assistant Treasurer, or any other officers deemed necessary by the President to carry out the purposes of the Association. These officers shall hold office for a term of one (1) year until the next such election. Any of these officers may be removed by the Board of Directors by vote of two-thirds of all the Directors.

Section 5. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall, with the Secretary, sign all contracts and agreements on behalf of the Association, and shall exercise the usual functions pertaining to their office. The President, acting alone, may sign all correspondence and similar routine communications for the Association. The President shall be ex-officio and advisory member of all committees.

Section 6. The Treasurer shall collect and receive all moneys due and belonging to the Association and shall pay all bills which are approved by the President. Subject to Article IX, the President, the Treasurer and if one elected the Assistant Treasurer may draw checks on any bank, money market, or similar accounts maintained by the Association. The Treasurer shall keep suitable accounts and submit a statement of account balances, income and disbursements to the Association at the Annual Meeting and at each regular meeting of the Board of Directors, or whenever called upon for the same, which shall show the balance on hand and any existing appropriation affecting the same. The President or the Board of Directors shall have the right to cause an audit of such accounts to be made at any time, by a person or persons designated by the President or the Board of Directors, as the case may be.

Section 7. The Secretary shall keep the minutes and records and manage the communication of the Association and of the Board of Directors. They shall perform the usual duties pertaining to this office, including the keeping of a roll of members with their mailing addresses and email addresses, notifying officers, members, directors and committees of their election or appointment, and issuing notices for all annual or other meetings through the Association's established communication and outreach mechanisms.

Section 8. If any office shall become vacant, the Board of Directors may fill such vacancy for the remainder of the term.

Section 9. The Board of Directors may establish, and may terminate, any committee which it may determine to be necessary from time to time to carry on the business of the Association. Each committee may consist of as many members of the Association as the Board of Directors may deem advisable, the Chairman of each being a Director, unless the Board of Directors by a two-thirds vote of all the Directors present shall choose a chairman for a committee who is not a Director.

Section 10. If a Director of the Association is elected or appointed to any of the governmental Boards or Committees of the Town of Greenburgh, that Director must disclose his election or appointment at the next meeting of the Board of Directors. By a vote of two-thirds of all the Directors, the Director in question may be removed if they are unable to continue to serve as a Director of the Association without conflict.

Section 11. Whenever a Director has a direct financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from voting on the matter.

Meetings

Section 1. The annual meeting of the Association, also known as the 'election meeting', shall be held on such date and at such time and place as the Board of Directors may determine.

Section 2. Special meetings ("Special Meetings") of the Association may be called from time to time either by the Board of Directors, or by the Secretary upon written request of ten (10) members of the Association.

Section 3. Fifteen (15) members of the Association at the Annual Meeting or any Special Meeting of the Association shall constitute a quorum for the transaction of business at such a meeting. If a quorum shall not be present at such a meeting, those present may fix a time and place for the adjourned meeting, but if they do not, the President shall select such a date for a meeting to be held within twenty (20) days after the date of the meeting thus adjourned.

Section 4. The Board of Directors shall meet regularly, once in each month (except that meetings may be omitted during July and August) on such date, and at such time and place or platform, as the Board of Directors or the President may direct. They shall also meet as often as may be necessary at the call of the President or at the call of any three (3) members of the Board of Directors. Five (5) Directors shall constitute a quorum. Reasonable written notice of the time and place of each meeting shall be sent by electronic mail to all Directors prior to such meeting. At the request of a majority of all Directors, the Board of Directors may request the resignation of any Director who is absent for three (3) or more Board of Directors' meetings within a given operating year of the Association without a reasonable excuse. (The departing Director's successor shall be elected as provided in Article V, Section 2, of these By-Laws.)

Section 5. Written notice of the Annual Meeting and each Special Meeting shall be sent by electronic mail to each member at the email address of such member as shown on the books of the Association at least seven (7) days, but not more than thirty (30) days prior to the meeting. Such notices shall include a statement of the matters present for action at the meeting, but any member present at an annual meeting may present any other relevant matter to the meeting for consideration. No matter not set forth in the notice of a Special Meeting may be acted upon at that meeting.

Section 6. No Annual Meeting or Special Meeting shall be held on a holiday, nor shall it commence earlier than 6:00 o'clock P.M. on any day. Such meetings shall take place within the Old Edgemont area unless otherwise determined by the Board of Directors. By a majority vote of the Board of Directors, an Annual Meeting or Special Meeting may be scheduled virtually.

Article VII

Nomination and Election of Directors

Section 1. Thirty (30) days prior to the Annual Meeting an electronic notice shall be

sent to all members of the Association requesting nominations for the office of Director. Once all nominated individuals confirm in writing their interest in standing for election, they will be placed into consideration at the Annual Meeting. The names of such candidates shall be sent by electronic mail to all members of the Association at least seven (7) days before the Annual Meeting. Nothing herein contained shall prevent the making of further nominations from the floor at the Annual Meeting.

Section 2. The election of Directors shall be by members present at the Annual Meeting through a reasonable procedure as established from time to time by the Board of Directors.

Article VIII
Nomination and Election of
School Board Nominating Committee Delegates

Section 1. The Board of Directors shall, as hereinafter provided, place in nomination as many candidates for voting delegates and alternate delegates to the School Board Nominating Committee as there are vacancies to be filled in the foregoing positions and shall report the same to the Secretary prior to March 5 of the year in which the election will be held. The names of such candidates and those persons nominated under Section 4 of this Article VIII shall be sent by electronic mail to all members of the Association at least seven (7) days before the Annual Meeting. No nomination from the floor shall be permitted for voting delegates and alternate delegates to the School Board Nominating Committee.

Section 2. The members of the Association who become members of the School Board Nominating Committee shall be chosen in the same manner as Directors of the Association, subject to Article VIII of these By-Laws, unless the procedure therefor is changed by the Edgemont Community Council or such other organization as may be charged with such authority, in which event such changed procedures shall be automatically deemed adopted as part of these By-Laws.

Section 3. If the position of voting delegate of the Association to the School Board Nominating Committee shall become vacant, such vacancy shall be filled by the alternate delegate until the next Annual Meeting. If the position of alternate delegate shall become vacant, a new alternate delegate shall be chosen by the Board of Directors to serve until the next Annual Meeting.

Section 4. Prior to December 5 of each year, the Secretary shall notify the Edgemont Community Council, in writing for inclusion in the Edgemont Newsletter, of the date, and the appropriate names and contact information of persons to whom, those who wish to nominate themselves or others for the position of School Board Nominating Committee voting delegate or alternate delegate should indicate their interest. No later than March 5, the Secretary shall notify the Edgemont Community Council, in writing, for inclusion in the Edgemont Newsletter, of the names of all persons who have either been nominated by the Board of Directors or have been nominated pursuant to the preceding sentence for the position of School Board Nominating Committee voting delegate or alternate delegate of the Association, and the date and place of the election with respect

thereof.

Section 5. The School Board Nominating Committee voting delegates and alternate delegates shall meet the eligibility requirements specified in the Edgemont School District School Board Nominating Committee Rules and Procedures, as in effect from time to time, and if there shall be any conflict between these By-Laws and the Edgemont School District School Board Nominating Committee Rules and Procedures, the latter shall prevail.

Article IX Finances

Section 1. The annual dues of the Association shall be in such amount as the Board of Directors shall from time to time determine. The Board of Directors may establish special funds to be segregated for particular purposes and funded from annual dues or special voluntary contributions, and may designate, the use of such funds. The Board of Directors may also establish more than one category of annual dues, on such a basis as shall be approved by the members at an Annual Meeting or Special Meeting of the Association.

Section 2. The fiscal, membership, and operating year of the Association shall commence on the first day in July in each year.

Section 3. No expenditure of the funds of the Association shall be made except upon authorization of the Board of Directors, but the Treasurer shall have the power, without further action by the Board of Directors, to pay bills for obligations theretofore authorized by the Board of Directors within the limits of such authorization.

Section 4. Any Director shall have the right to be reimbursed for reasonable out-of-pocket expenditures made in conjunction with authorized activities of the Association.

Article X Amendments

These By-Laws may be amended or altered at the Annual Meeting or any Special Meeting of the Association by a vote of two-thirds of the members present provided that the proposed amendment or alteration shall be stated in full or in substance in the notice of the meeting or accompany such notice. Any such proposed amendment or alteration must be approved by the Board of Directors or signed by ten (10) members of the Association before its submission to the membership.