

1 **BYLAWS OF THE EDMONT COMMUNITY COUNCIL, INC.**

2 (Proposed revisions for April 17, 2024, Annual Meeting)

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4 **ARTICLE I**  
5 **NAME AND OBJECT OF CORPORATION**

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7 **Section 1.** The name of the corporation is The Edgemont Community Council, Inc. (“the  
8 ECC”).

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10 **Section 2.** The objects and purposes of the ECC shall be: To ascertain the opinion and  
11 act on behalf of the residents of the community existing within the Union Free School District  
12 No. 6 (“the Edgemont School District”), in the Town of Greenburgh, Westchester County, State  
13 of New York (“the Community”), concerning matters that may have a material effect on its  
14 welfare; to study, report, and coordinate community action thereon; to make the view of such  
15 residents upon pending matters, and the reasons therefore, known to the legislative, executive  
16 and administrative personnel and bodies concerned therewith; to institute legal proceedings  
17 where deemed necessary or desirable for the protection of their interests; and, in general, to plan  
18 for and take all actions deemed appropriate for the general welfare of the residents and the area.

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20 **Section 3.** The Community is composed of eight neighborhoods. The eight  
21 neighborhoods are: Central Park Avenue, Cotswold, Fort Hill, Greenridge, Longview, Northern  
22 Greenville, Old Edgemont, and Southern Greenville. The boundaries of these neighborhoods are  
23 as depicted in the map attached as Appendix 1 to these bylaws.

24  
25 **Section 4.** The ECC shall not campaign for or against any candidate in any election on  
26 which residents of the Community are entitled to vote, but may advance a position for or against  
27 any questions, referendum, proposition, or other matter on which residents of the Community are  
28 entitled to vote.

29  
30 **Section 5.** The ECC shall sponsor the School Board Nominating Committee of the  
31 Edgemont School District. Accordingly, the ECC shall perform the functions specified for it in  
32 the Rules and Procedures of the Edgemont School District School Board Nominating  
33 Committee, as in effect from time to time.

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35 **ARTICLE II**  
36 **MEMBERSHIP**

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38 **Section 1.** The membership of the ECC shall be open to all people at least eighteen years  
39 of age who are (a) residents of the Community or (b) record owners of real property in the  
40 Community. Persons eligible for membership in the ECC who shall have paid dues for the  
41 current fiscal year and who shall have completed such form of application as may be required by  
42 the ECC’s Board of Directors (“the Board”) are members of the ECC (“Members”).

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44 **ARTICLE III**  
45 **MEMBERSHIP MEETINGS**

47 **Section 1.** An annual meeting of the Members shall be held on a date in April in each  
48 year at not earlier than 7:00 P.M. at such place within Westchester County as the Board may  
49 determine, to elect Directors and Officers, as hereinafter provided; to receive the reports of the  
50 President and Treasurer, the annual report of the Directors as required by Section 519 of the New  
51 York Not-for-Profit Corporation Law, and such other reports as may be required by law; and to  
52 take action upon such other business as may properly be presented.  
53

54 **Section 2.** Special meetings of the Members may be called by the President, by the Board  
55 upon the request of at least five Directors, or by not less than 10% of the Members. In the last  
56 case, notice of the demand shall be given, in writing, to the Secretary, who shall give notice to  
57 the Members as required by law and by these bylaws. No such meeting shall be held on a  
58 Saturday, Sunday, or holiday, nor shall any such meeting commence earlier than 7:00 P.M. on  
59 any weekday, and any such meeting will be held at a place within the Community determined by  
60 the President.  
61

62 **Section 3.** Written notice of each annual and special meeting shall be mailed to all  
63 Members at their addresses as appearing on the books of the ECC, except that no more than one  
64 notice need be given to each household, at least ten days, but not more than twenty days, prior to  
65 the meeting. Such notice shall include a statement of the matters to be presented for action, but  
66 any Member who is present at an annual meeting may present any other relevant matter to the  
67 meeting for consideration. Any matter not set forth in the notice of an annual meeting may not be  
68 acted upon at such meeting.  
69

70 **Section 4.** The presence of one hundred Members entitled to vote or 5 percent of the total  
71 number of votes entitled to be cast, whichever is less, shall constitute a quorum for the  
72 transaction of business at any meetings of the Members. At any meeting at which a quorum is  
73 not present, the Members may adjourn the meeting to a time and place consistent with Section 2  
74 of this Article. If a quorum shall not be present at any membership meeting, and those present do  
75 not fix an appropriate time and place for the adjourned meeting, the President shall call such  
76 meeting to be held at a time and place selected by the President consistent with Section 2 of this  
77 Article. The President shall schedule such meeting for a date no later than twenty days after the  
78 date of the adjourned meeting.  
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80 **Section 5.** – Each Member present at any meeting shall be entitled to cast one vote on all  
81 matters properly noticed and brought before the meeting. Voting by proxy shall not be allowed.  
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83 **ARTICLE IV**  
84 **DUES**  
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86 **Section 1.** Membership dues shall apply to each fiscal year in such amount as may be  
87 determined by the Board from time to time. If a person who resides in the Community has paid  
88 such dues, any other person in their immediate family residing with them who is themselves  
89 eligible for membership shall be entitled to all membership privileges, except as otherwise  
90 provided herein, without application therefor or payment of dues.  
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**ARTICLE V**  
**DIRECTORS**

**Section 1.** The affairs and activities of the ECC shall be conducted by the Board which shall consist of twenty-three Members (“the Directors”) who shall have the authority to exercise all powers of the ECC except those which are by law or by these bylaws reserved to the Members. The Directors shall not be personally liable for the debts or obligations of the ECC. Directors are expected to attend the regular monthly meetings of the Board and cooperate in promoting the objects and purposes of the ECC.

**Section 2.** Fifteen Directors (the “Elected Directors”) shall be elected by the Members. Five Directors shall be elected at each annual meeting of the Members, each for terms of three years. Each Member present at the meeting shall be entitled to one vote for each directorship which is to be filled, and the five persons receiving the largest number of votes shall be Directors. Additional Directors shall also be elected at each annual meeting to fill any vacancies required to be filled at the annual meeting pursuant to Section 4 of Article V.

One Director and an alternate for such Director may be appointed from each of the following civic associations: The Cotswold Association, Inc., Old Edgemont Association, Fort Hill Association, Greenridge Association, Longview Civic Association, Northern Greenville Civic Association, Southern Greenville Civic Association, and Central Park Avenue Civic Association. Such Directors shall each serve for a term of one year.

If, on or before March 15 of any year, a civic association is inactive, the ECC Nominating Committee, comprised as outlined in Section 4 of Article VII, may: (i) accept nominations to fill the directorship and alternate allocated to the civic association directly from residents of the area represented by the affected civic association; and (ii) thereafter select an individual to fill each vacancy from the nominations received. Any such directly made nominee/selectee must be a resident of the area covered by the affected civic association. The ECC Nominating Committee shall select the candidate(s) to fill any vacancy by a plurality of the vote of Members at the annual meeting of the membership.

The Board may adopt and transmit to the aforesaid civic associations such regulations and procedures it deems appropriate with respect to the manner in which the identity of appointed Directors shall be certified to the President.

**Section 3.** The Board shall hold a regular monthly meeting, except in July and August, at a time and place to be determined by the Board at its first meeting following the annual meeting of Members. Two days’ written notice of all regular Board meetings shall be given to the Directors by mail by the President or the President’s designee. Special meetings may be called by the President or any group of five Directors upon at least five days’ written notice by mail. Any Director may waive notice of a meeting, in writing, and the attendance by any Director at such meeting shall be deemed to be a waiver of notice thereof. The presence of the nine Directors at any meeting of the Board shall constitute a quorum while a vote of at least seven members at a meeting at which a quorum is present shall be the act of Directors.

139 Where references are made within this Section 3 of Article V to the Directors’  
140 communicating by mail or in writing, email and other forms of digital correspondence may be  
141 used instead of traditional U.S. Mail. Any votes taken using these methods will be subject to the  
142 standard quorum requirement of this Section.  
143

144 **Section 4.** The office of an Elected Director shall become vacant upon the occurrence of  
145 any of the following events: (1) the death of the Director; (2) the cessation of the Director’s  
146 eligibility for membership in the ECC under Article II; (3) the receipt of a written statement of  
147 resignation from the Director by the President or First Vice President; (4) the failure to fulfill the  
148 duties of the office or misconduct in office; or (5) the failure to pay membership dues within a  
149 reasonable time following notice to such effect by the Treasurer of the ECC. The removal of a  
150 Director from office requires the recommendation of a majority of the Officers as defined in  
151 Article VI and a vote of three-quarters of the Directors present at a regular monthly meeting of  
152 the Board, with this matter placed upon the agenda prior to the meeting. If the office of any  
153 Elected Director shall become vacant before the expiration of their term, the vacancy shall be  
154 filled by a vote of a majority of other Directors for a term to end on the last day of the current  
155 fiscal year. If the office of any appointed Director or alternate shall become vacant before the  
156 expiration of his or her term, the vacancy may be filled by appointment by the affected civic  
157 association for the unexpired term of such directorship.  
158

159 **Section 5.** No person may serve more than six consecutive full years as an Elected  
160 Director.  
161

162 **Section 6.** Attendance requirements of the Directors of the ECC shall be set at a  
163 minimum of 51% of the regularly scheduled meetings determined by the Board at its first  
164 meeting following the annual meeting of Members and as posted on the ECC website for the  
165 respective fiscal year. Should such requirements not be met by a Director or Officer during the  
166 duration of the fiscal year, this may result in the removal of said Director or Officer by the  
167 process described in Section 4 of Article V.  
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169 **ARTICLE VI**  
170 **OFFICERS**  
171

172 **Section 1.** The officers of the ECC (“the Officers”) shall be the President, First Vice  
173 President, Second Vice President, Treasurer, and Secretary, all of whom shall be elected at the  
174 annual meeting of the Members and who shall serve for a term of one year each. Any Member of  
175 the ECC shall be eligible for election as President, First Vice President, or Second Vice President  
176 if such Member is either an Elected Director whose term has not yet expired or is elected by the  
177 Members as a Director at the same annual meeting at which such Member is elected to such  
178 office. If no Director is willing or able to fill the offices of the Secretary or Treasurer, any  
179 Member of the ECC shall be eligible for the election to such offices.  
180

181 **Section 2.** The President shall be the chief executive officer of the ECC and shall: preside  
182 at all meetings of the Members and the Board, report to the Members at the annual meeting,  
183 deliver any other reports required by law or these bylaws, be the chief spokesperson for the ECC,  
184 promote the purposes and increase the usefulness of the ECC through communication to the

185 Members and the Directors, ensure that the orders and resolutions of the Members and the Board  
186 are carried out, and perform all other duties assigned to them by these bylaws.

187

188 The President, or a Vice President appointed by the President, shall be an ex officio  
189 member of each committee without vote of each committee established pursuant to Section 2 of  
190 Article VII.

191

192 **Section 3.** The First Vice President shall exercise all duties of the President if the  
193 President shall be absent or unable to act, and if the office of the President shall become vacant  
194 before the expiration of the term for which they were elected, the First Vice President shall  
195 succeed to the office of the President for the remainder of the current term. Additionally, the  
196 First Vice President shall perform for the President such duties of the President as the President  
197 may, from time to time, delegate to them.

198

199 **Section 4.** The Second Vice President shall exercise all duties of the President if both the  
200 President and the First Vice President shall be unable to act, and, if the office of First Vice  
201 President shall become vacant before the expiration of the term, the Second Vice President shall  
202 succeed to the office of the First Vice President for the remainder of the current term.  
203 Additionally, the Second Vice President shall perform for the President such duties of the  
204 President as the President may, from time to time, delegate to them.

205

206 **Section 5.** The Treasurer shall collect all annual dues and money which the ECC may be  
207 authorized to receive, and shall: deposit the same in account(s) in the name of the ECC in the  
208 depositories designated by the Board; disburse the funds of the ECC as authorized by the Board;  
209 keep the accounts of the ECC, including a roster of all Members and a record of payment of their  
210 dues; prepare the annual report of the Directors as required by Section 519 of the New York Not-  
211 for-Profit Corporation Law for delivery at each annual meeting of the Members; and deliver a  
212 written financial report at each regular meeting of the board.

213

214 **Section 6.** The Secretary shall: act as the Secretary of all meetings of the Board and of  
215 the Executive Committee as defined in Article VII, Section 1; record the minutes of such  
216 meetings; and perform the duties of the Treasurer, other than keeping of accounts, as may from  
217 time to time be delegated to them by the Treasurer. The Secretary, at the request of the President,  
218 shall also prepare and post all notices of the meetings of Members, the Board, and committees,  
219 and shall execute correspondence as may be delegated to them by the President.

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221 **Section 7.** An office of an Officer shall become vacant upon the occurrence of any of the  
222 following events: (1) the death of the Officer; (2) the cessation of the Officer's eligibility for  
223 membership in the ECC under Article II; (3) the receipt of a written statement of resignation  
224 from the Officer by the President or First Vice President; (4) the failure to fulfill the duties of the  
225 office or misconduct in office; or (5) the failure to pay membership dues within a reasonable  
226 time following notice to such effect by the Treasurer of the ECC. The removal of an Officer from  
227 office requires the recommendation of a majority of the Officers and a vote of three-quarters of  
228 the Directors present at a regular monthly meeting of the Board, with this matter placed upon the  
229 agenda prior to the meeting. If any office, other than President or First Vice President, shall  
230 become vacant, the Board may fill such vacancy until the next annual meeting of the Members.

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232 **ARTICLE VII**  
233 **COMMITTEES**  
234

235 **Section 1.** The Board, by the resolution of a majority of the entire Board, shall have the  
236 power to create an executive committee (the “Executive Committee”) and delegate to such  
237 Executive Committee all of the powers of the Board, except such powers which by law may not  
238 be delegated. The Executive Committee shall serve at the pleasure of the Board and shall consist  
239 of the President, the First Vice President, the Secretary, and two other Directors designated by  
240 the Board.

241  
242 **Section 2.** The ECC shall establish and maintain the following standing committees:

- 243 1. ECC Nominating  
244 2. Governmental Affairs  
245 3. Newcomers  
246 4. Programming  
247 5. Public Safety

248 Each standing committee shall have such powers with respect to the matters reflected in their  
249 titles as the Board may, from time to time, assign to them.

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251 Each committee chair shall be a Director appointed by the President, with the consent of  
252 the Board, at the first meeting of the Board after July 1 of each year, or as soon thereafter as  
253 feasible, for a term to expire the immediately succeeding June 30, and shall be subject to removal  
254 by the President at any time at the President’s sole discretion.

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256 Members of these standing committees shall be appointed by the President from among  
257 ECC Members, with the consent of the Board, by the second meeting of the Board after July 1 of  
258 each year, or as soon thereafter as feasible, for terms to expire the immediately succeeding June  
259 30, and shall be subject to removal by the President at any time.

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261 **Section 3.** The ECC shall have such other special committees as the Board may authorize  
262 from time to time. The chair and members of special committees shall be appointed by the  
263 President from among ECC Members, with the consent of the Board. Each such committee shall  
264 continue until its final report has been made to the Board or until its earlier discharge by the  
265 Board.

266  
267 **Section 4.** The ECC Nominating Committee shall consist of at least five members, not  
268 more than half of whom may be Directors. Neither Directors eligible for re-election as a Director  
269 at the next annual meeting of Members nor the President, First Vice President, or Second Vice  
270 President (unless they will not stand for re-election for any such offices) shall be eligible to serve  
271 on the ECC Nominating Committee.

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273 If a neighborhood has an active neighborhood association, the President of such  
274 neighborhood association or the President’s designee shall be an additional member of the ECC  
275 Nominating Committee. For a neighborhood association to be considered active, it must have

276 held an annual meeting within the past twelve months and during such annual meeting elected a  
277 president in accordance with the rules of the association’s bylaws.  
278

279 Any member of the ECC Nominating Committee may be nominated to be an Elected  
280 Director or an Officer of the Board or a member of the School Board Nominating Committee,  
281 but shall be excluded from voting on nominations for the office for which they are being  
282 considered.  
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284 The ECC Nominating Committee shall, not later than the last Monday in March of each  
285 year: (1) designate a candidate for each directorship and office to be filled at the next annual  
286 meeting of Members, (2) designate a candidate for Chair of the School Board Nominating  
287 Committee in accordance with the SBNC Rules and Procedures, and (3) designate a candidate  
288 for each vacancy on the School Board Nominating Committee in accordance with the SBNC  
289 Rules and Procedures.  
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291 Any other person may be placed in nomination for any position to be voted upon at the  
292 annual meeting of Members by petition signed by any ten Members and filed with the Secretary  
293 at least seven days prior to the annual meeting and such person shall (absent withdrawal) be  
294 deemed a nominee for such position to be voted upon at the annual meeting of Members. In case  
295 of more than one candidate for any position, the election for such position shall be held by paper  
296 ballot.  
297

298 **Section 5.** Each year, a silver bowl award special committee consisting of five persons, at  
299 least one of whom shall be a Director and at least one of whom shall not be a Director, shall be  
300 appointed by the President, with the consent of the Board, prior to February 15. The silver bowl  
301 award committee shall identify, not later than the last Monday in March of that year, an  
302 individual to be presented with the Silver Bowl Award at the next annual meeting in April. The  
303 Silver Bowl Award for “outstanding service to the Edgemont community” is the highest honor  
304 that can be bestowed on an Edgemont resident in recognition of their volunteer service to the  
305 Edgemont community.  
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308 **ARTICLE VIII**  
309 **MISCELLANEOUS**  
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311 **Section 1.** The funds of the ECC shall be deposited in a bank or banks designated by the  
312 Board subject to withdrawal by check signed by the Treasurer or President. In addition, the funds  
313 of the ECC may be invested in short term, secure instruments authorized by the Board such as  
314 registered money market mutual funds.  
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316 **Section 2.** The fiscal and operating year of the ECC shall commence on the first day of  
317 July in each year and end on the last day of June in the following year.  
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319 **Section 3.** All persons elected at each annual meeting, as well as the Directors appointed  
320 by the associations listed in Section 2 of Article V, shall take office on the first day of July  
321 following their selection or appointment.

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**Section 4.** No expenditure of the funds of the ECC shall be made except upon authorization of the Board, but the Treasurer shall have the power, without further action by the Board, to pay bills for obligations previously authorized by the Board within the limits of such authorization.

**Section 5.** The ECC shall indemnify its Directors, Officers, committee members, and volunteers to the fullest extent permitted by the law of the state of New York.

**ARTICLE IX**  
**AMENDMENTS**

**Section 1.** These bylaws may be amended, altered, or repealed, in whole or part, at any meeting of the Members, by an affirmative vote of two-thirds of the Members present, provided that the proposed amendment, alteration, or repeal shall be stated in full or in substance in the notice of the meeting.



**Appendix 1**

**MAP OF EDMONT NEIGHBORHOODS**

- 1. Central Park Avenue
- 2. Old Edgemont
- 3. Fort Hill
- 4. Greenridge
- 5. Longview
- 6. Northern Greenville
- 7. Southern Greenville
- 8. Cotswold

