

Bylaws of the

WILLOW RIDGE CIVIC ASSOCIATION

ARTICLE ONE - ORGANIZATION

1. The name of this organization shall be the Willow Ridge Civic Association.
2. The organization may at its pleasure by a 2/3 vote of the membership body present at the annual membership meeting, change its name.

ARTICLE TWO - PURPOSES

1. The following are the purposes for which this organization has been organized: Preservation of home values, advocacy and promotion of projects, promoting the welfare of the community, beautification of the community, promotion of civic and community spirit through group activities and social events, and the fostering of neighborliness and friendliness in the community known as all single family or duplex (two family) homes in the Willow Ridge subdivision.
2. The organization will not endorse any candidate for political office. Political office is defined as any elective or appointive office which is connected with an established political party; for example, Republican, Democrat, Liberal, etc. Any candidate for office is specifically precluded from campaigning, soliciting votes, or posting signs at any function of the organization, addressing the organization, or seeking aid from the organization, in his candidacy for a political position. Violation of these prohibitions by a member in his own behalf or in behalf of someone else will result in immediate expulsion from the organization, without recourse.

ARTICLE THREE - MEMBERSHIP

1. Membership in this organization shall be open to all who reside in single family or duplex (two family) homes in the Willow Ridge subdivision.
2. The Willow Ridge Subdivision defines its boundaries starting at the intersection of Willow Ridge Drive and Denrose Drive. The boundary extends North along Denrose Drive to South Ellicott Creek Road; East to the I-990 bike path; South to the I-990 Bike Path terminus at Willow Ridge Drive; South along Kaymar Drive to Edgewater Drive; West to Chestnut Ridge Road; North to Willow Ridge Drive; and, West to the Denrose Drive intersection.

ARTICLE FOUR - MEETINGS

1. The annual membership meeting of this organization shall be held during the month of November each and every year. The Secretary shall cause to be distributed to every member in good standing at his address as it appears in the membership roll book of this organization, a notice telling the time and place of such annual meeting. Election of officers and directors will take place as hereinafter set forth.
2. Special meetings of this organization may be called by the President when the President deems it for the best interest of the organization. Notices of such meeting shall be distributed to all members at their addresses as they appear in the membership roll book, at least seven days before the scheduled date set for such special meeting. Such notice shall state the reason why such meeting has been called, the business to be transacted at such meeting and by whom called. At the request of five members of the board of Directors or 25% of the membership but not less than 25 members, the President must cause a special meeting to called, but such request must be made in writing at least fourteen days before the requested scheduled date.
3. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE - VOTING

1. At all meetings, all votes shall be voice or hand registered except for election of officers, wherein ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

Notwithstanding the foregoing, at any regular or special meeting, if a majority in attendance so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

2. A nominating committee shall be appointed by the Board of Directors. This committee shall nominate one candidate for each office. The candidates will present themselves at the General Meeting in November and voting will be determined by the WRCA Board of Directors. Further nominations will be accepted from the floor when properly nominated and seconded. All nominees must accept in writing or in person.
3. A member of the Board of Directors may not be on the nominating committee. A member of the nominating committee cannot be nominated by that committee.
4. All electioneering for office shall be confined to Candidate's Night (general membership meeting).
5. If it is decided by the Board of Directors that this provision regarding electioneering has been violated, the named violator shall be withdrawn from the nomination. Any votes for the violator will be invalidated.

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6. At all votes by ballot, the chairman of such meeting or annual meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

NOTE: The Board of Directors can choose from the currently used terms: chairman, chairperson or chair. It should be noted that the National Association of Parliamentarians has resolved that the title is chairman, as it belongs to an office rather than a person.

7. No “Inspector of Election” shall be a candidate for office or shall be personally interested in the question voted upon.
8. Voting at regular meetings of the Board of Directors is limited to Board members only.

ARTICLE SIX - ORDER OF BUSINESS

1. The order of business shall be: Roll call. Reading of the minutes of the preceding meeting. Reports of officers. Reports of committees. Old and unfinished business. New business. Good and welfare. Adjournments.
2. Robert’s Rules of Order shall be followed in all matters not covered by these Bylaws.
3. Any additions to this order of business shall be approved in advance of the meeting by a majority of the Board of Directors.

ARTICLE SEVEN - BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of six members together with the officers of this organization.
2. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two years. Members of the Board of Directors may be elected to succeed themselves.
3. A member can run for and hold only one office. The outgoing President is considered as one of the six board members by being assigned an automatic one year Directorship on the Board of Directors.
4. The President of the organization by virtue of the office shall be Chairman of the Board of Directors.
5. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meetings.
6. Six of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly each month.
7. Each Director shall have one vote.
8. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

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9. Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of directors for the balance of that year, whereupon an election will be held at the annual election for the balance of the term, if any.
10. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. Directors are expected to notify the President if meeting attendance is not possible. In the event that a Director exceeds two unexcused absences from regularly scheduled Board meetings, said Director will be considered as having resigned that Board position and will be replaced as described above.

ARTICLE EIGHT - OFFICERS

1. The officers of the organization to be elected from the membership shall be as follows: President, Vice President, Secretary, and Treasurer.
2. The term of each officer shall be one year and be elected at each annual meeting.
3. The President shall:
 - a. Preside at all membership meetings;
 - b. Chair the Board of Directors;
 - c. Appoint a Parliamentarian at each meeting;
 - d. Present at each annual meeting of the organization an annual report of the work of the organization.
 - e. Appoint all committee chairmen, temporary or permanent and said chairmen shall appoint committee members.
 - f. See that all books, reports and certificates as required by law are properly kept and filed.
 - g. Be one of the officers who may sign the checks or drafts of the organization.
 - h. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
4. The Vice President shall:
 - a. In the event of the absence or inability of the President to exercise the office, the Vice-President shall become acting president of the organization with all the rights, privileges and powers of the office of the President.
 - b. Take over the office of the President the remainder of the President's term if the President becomes ineligible by reason of moving out of the Willow Ridge subdivision.
 - c. Be one of the officers who may sign the checks and drafts of the organization.
 - d. Serve as Program Chairman.
5. The Secretary shall:
 - a. Keep the minutes and records of the organization in appropriate books;
 - b. File any certificates required by any statute, federal or state;
 - c. Give and serve all notices to members of this organization;
 - d. Be the official custodian of the records and seal of this organization;
 - e. May be one of the officers required to sign the checks and drafts of the organization;
 - f. Present to the membership at any meetings any communications which shall be addressed to the Secretary of the organization; and
 - g. Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

6. The Treasurer shall:
 - a. Have the care and custody of all monies belonging to the organization and shall be solely responsible to the organization for such monies or securities of the organization.
 - b. Must receive authorization from the majority of the Board of Directors before signing a check or draft of the organization in excess of the pre-approved budget allocation..
 - c. Must be one of the officers who shall sign checks or drafts of the organization, which drafts or checks must bear the signature of at least one other officer. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
 - d. Shall render for periods ending June 30 and December 31, a written account of the finances of the organization to the Board of Directors and such report shall be physically affixed to the minutes of the Board of Directors of such meeting, and
 - e. Shall exercise all duties incident to the office of Treasurer.
7. The term of office of newly-elected officers shall commence January 1st following their election.
8. Officers shall, by virtue of their office, be members of the Board of Directors.
9. No officer shall for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.
10. Any officer or director who moves out of the Willow Ridge subdivision shall be ineligible to continue as an officer or director.

ARTICLE NINE - SALARIES

1. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization .

ARTICLE TEN - COMMITTEES

1. The committees shall be set forth by the officers and the Board of Directors at their first meeting in January.
2. All committee chairmen of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.
3. No committee chairman shall be entitled to receive any salary or compensation (except as in PART. 8)

ARTICLE ELEVEN - DUES

1. The dues of this organization will be determined and fixed yearly by the Board of Directors and shall be payable at the Board's discretion.

ARTICLE TWELVE - AMENDMENTS

1. These Bylaws may be altered, amended, repealed or added to by an affirmative vote of 2/3 of the membership present at the annual membership or special amendment meeting called according to procedures outlined in ARTICLE - FOUR.

Amendments to the Bylaws

1. These Bylaws were amended by the membership on 10/10/78 to change ARTICLE TWO - PURPOSES to read “Willow Ridge Subdivision” in place of “vicinity of Willow Ridge Drive.”
2. These Bylaws were edited for clarity on 2/12/84.
3. These Bylaws were amended by the membership on 11/3/87 to change ARTICLE THREE - SECTION ONE to read - To extend the geographical boundaries from Denrose Drive to the bike path along both sides of South Ellicott Creek Drive, extending to Kaymar Drive with the Lockport Expressway as the boundary to the East. The area along Chestnut Ridge Road from Willow Ridge Drive to Edgewater Drive would also be included.
4. These Bylaws were amended by the membership on 11/3/92 to make the following changes:
 - a. Article Two, Paragraph 1 and Article Three, Paragraph 1 - “or duplex (two family),” was inserted.
 - b. Article Three, Paragraph 2 - this paragraph is an addition.
 - c. Article Four, Paragraph 1 and Article Five Paragraph 2 - “November” replaces “October.”
 - d. Article Five, Paragraph 1 - “voice or hand registered” replaces “viva voce” and “wherein” is inserted.
 - e. Article Five, Paragraph 8 - “Notwithstanding the foregoing” and “in attendance” were inserted. Paragraph Eight becomes part of Paragraph One. Paragraph Nine is renumbered to Paragraph Eight.
 - f. Article Eight, Paragraph Six, Item b - “\$100.00” replaces “\$50.00.”
5. These Bylaws were amended by the membership on 11/10/98 to make the following changes:
 - a. Article Seven, Section 3 - “from the preceding year” and “will be” and “in the year following the year of office” were removed, and “outgoing” and “is considered as one of the six board members by being” and “one year” were added.
 - b. Article Eight, Section 6.b – “\$100 to any one payee” was deleted, and “the pre-approved budget allocation” was added.
6. These Bylaws were amended by the membership on 11/11/08 to make the following changes:

Item 10, Article VII – Board of Directors:

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

Was replaced with:

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. Directors are expected to notify the President if meeting attendance is not possible. In the event that a Director exceeds two unexcused absences from regularly scheduled Board meetings, said Director will be considered as having resigned that Board position and will be replaced as described above.