

BY-LAWS

OF

CLAYTON IMPROVEMENT ASSOCIATION, LTD.

Dated: April 5, 2017

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ARTICLE I – OFFICES

The principal office of the corporation shall be in the Village of Clayton, County of Jefferson, and State of New York. The corporation may also have offices at such other places within or without the State of New York as the board may from time to time determine or the business of the corporation may require.

ARTICLE II – PURPOSES

The following are the purposes for which this organization has been organized:

1. To plan, promote, develop, construct and maintain (as a landlord) doctor's offices and health treatment facilities within the Town of Clayton and adjacent towns or villages;
2. To Provide and manage decent affordable housing and related services to low and moderate income households;
3. Foster a better community understanding of housing issues and options;
4. Ensure the availability of quality health care to area residents;
5. To act in the best interest of the public interest;
6. To encourage participation in community affairs and activities;
7. To plan, promote, develop, construct, operate and maintain new or improved facilities of all types including low income housing and to manage and rent or sell such facilities to qualified tenants;

8. To provide organizing resources to undertake other community improvement and renewal projects and supports and/or partners with other community-based groups in administering grant-funded initiatives;
9. To work with adjacent homeowners in the Town of Clayton and adjacent Towns and villages to help support rehabilitation of residences through the use of grants and subsidized funds;
10. To encourage, foster and stimulate business in the Town of Clayton and adjacent Towns and villages;
11. To support activities and other things that specifically promote community and business development and support.
12. To do any other activities or things incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members or officers.
13. The organization is organized exclusively for charitable, educational or scientific purposes, including for such purposes the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
14. Notwithstanding any other provision of these bylaws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III – DIRECTORS

1. BOARD OF DIRECTORS.

Subject to any provision in the Certificate of Incorporation, the business of the corporation shall be managed by its board of directors, each of whom shall be at least eighteen (18) years of age.

2. NUMBER OF DIRECTORS.

The number of directors shall include ten (10) total members including all of the officers and the non-voting, Executive Director, whom shall act as the Board Secretary.

3. ELECTION AND TERM OF DIRECTORS.

At each annual meeting, the Board of Directors shall appoint a director for a term of two (2) years. Each director shall hold office until the expiration of the term for which he/she is elected and until his/her successor has been elected and qualified, or until his/her prior resignation or removal. At the first annual meeting, one third of the directors shall be elected for an initial term of one year, one third of the directors for an initial term of two years. Each successive election shall be for a term of two years.

4. TERM LIMITS

A Director may only serve on the Board for five (5) terms or a period total of ten (10) years. After serving ten (10) years, the Board Member may have the option to renew their terms, but only if there are no other viable candidates to join the Board of Directors.

5. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise

provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the remaining directors unless otherwise provided in the Certificate of Incorporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

6. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the directors or by action of the board. Directors may be removed without cause only by vote of the directors.

7. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

8. QUORUM OF DIRECTORS.

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

9. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one (1) vote.

Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting, if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

Any members of the board or any committee thereof may participate in meeting of such board or committee by means of a conference telephone or similar communication equipment or video conferencing allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

10. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the State of New York, as it may from time to time determine.

The board meetings shall take place the first Wednesday of every month, except when there is a holiday, then it will be adjourned to the following Wednesday. The board meeting time and place can change by a majority vote of the board of directors. At such time, the bylaws shall be updated to reflect the appropriate meeting time and place.

11. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held once per year and shall take place at the office of the corporation. The regular annual meeting shall take place at a time and place agreed upon between the board members at their convenience.

12. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

(a) Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three (3) days' notice to each director each personally or by mail or email; special meetings shall be called by the president or by the secretary in a like manner on written request of two (2) directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

13. CHAIRMAN.

At all meetings of the board, the president, or in his/her absence, a chairman chosen by the board shall preside.

14. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three (3) or more directors. Each such committee shall serve at the pleasure of the board and can be designated for their specific purpose.

15. ATTENDANCE.

Any member of the board or any of its committees may participate in a meeting of the board or committee by conference telephone or similar communications equipment including video conferencing, etc., allowing all participants in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting.

If a member misses three (3) consecutive board meetings without excusable absences, then the board chair has the discretion to force such Members to resign.

16. POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

The directors shall exercise all powers in connection with the operation of the corporation. Specific duties include:

1. Set policies in keeping with the basic philosophy in management principals of the Corporation.
2. Monitor the investment of funds.

17. DISCLOSURE OF CONFLICT OF INTEREST.

Whenever a Director has a financial or personal interest in any matter coming before the Board, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. The minutes of meetings at which such discussion and or votes are taken shall record such disclosure and abstention.

18. EXECUTIVE DIRECTOR

The Executive Director is considered a member of the Board, but does not have the authority to vote on any matters pertaining to Clayton Improvement Association, Ltd.

ARTICLE IV – OFFICERS

1. OFFICES, ELECTION, TERM.

(a) The Board Chair shall appoint a nominating committee that shall include three (3) members of the board of directors. The committee shall provide the nominations for the officer positions including a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as they shall determine. The committee is expected to provide the nominations to the Board at the annual meeting. The Board shall vote on the proposed nominations.

(b) Unless otherwise provided for in the Certificate of Incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided.

(c) All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of directors.

(d) Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, ETC.

(a) Any officer elected or appointed by the board may be removed by the board with or without cause.

(b) In the event of the death, resignation or removal of an officer, the board, in its discretion, may elect or appoint a successor to fill the unexpired term.

(c) Any two or more offices may be held by the same person, except the offices of president and secretary.

3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the board; he/she shall be responsible for the management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE PRESIDENT.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

5. SECRETARY.

The Executive Director shall act as the secretary for any and all Board Meetings. The secretary shall:

(a) attend all meetings of the board;

- (b) record all votes and minutes of the proceedings in a book to be kept for that purpose;
- (c) give or cause to be given notice of all meetings of directors and of special meetings of the board;
- (d) keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board;
- (e) when required, prepare or cause to be prepared and available at each meeting of the directors a certified list in alphabetical order of the names of directors entitled to vote;
- (f) keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner;
- (g) perform such other duties as may be prescribed by the board.

6. TREASURER.

The treasurer shall have oversight and an understanding in regards to the overall financial affairs and transactions. The treasurer shall not be involved in the day-to-day operations and is not required to maintain the financial records. It is fully understood that the Executive Director and the bookkeeper shall be the parties exclusively responsible for maintaining the financial records. The treasurer is merely required to understand and ensure that the bookkeeper and the Executive Director are properly completing the following:

- (a) maintaining the custody of the corporate funds and securities;
- (b) keeping full and accurate accounts of receipts and disbursements in the corporate books;
- (c) depositing all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board;
- (d) disbursing the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;

(e) rendering to the president and board at the regular meetings of the board, or whenever they require it, an account of all his/her transactions as treasurer and of the financial condition of the corporation;

(f) rendering a full financial report at the annual meeting of the directors if so requested;

(g) furnishing all corporate officers and agents at his/her request, with such reports and statements as he/she may require as to all financial transactions of the corporation;

(h) performing such other duties as are given to him/her by these by-laws or as from time to time are assigned to him/her by the board or the president.

7. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety as the board may direct, conditioned upon the faithful performance of his/her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his/her hands.

ARTICLE VII – CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization and the words “Corporate Seal, New York”. The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or on any corporation obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE VIII – EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the board may from time to time designate.

ARTICLE IX – FISCAL YEAR

The fiscal year shall run from July 1st through June 30th.

ARTICLE X – REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the Certificate of Incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE XI – BY-LAW CHANGES

AMENDMENT, REPEAL, ADOPTION, ELECTION OF DIRECTORS.

(a) Except as otherwise provided in the Certificate of Incorporation, the by-laws may be amended, repealed or adopted by vote of the holders of the shares at the time entitled to vote in the elections of any directors. By-laws may also be amended, repealed or adopted by the board but any by-law adopted by the board may be amended by the directors entitled to vote thereon as hereinabove provided.

(b) If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of directors for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE XII: A NOT-FOR-PROFIT CORPORATION

This corporation is organized to operate as a not-for-profit corporation within the meaning of 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code:

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.
- C. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(a)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.