

## **Article I. NAME, MISSION AND OBJECTIVE**

*Section 1.01 **Name:** The name of the organization shall be Association for Community Design, Inc., a domestic corporation in the State of New York incorporated under Section 402 of the Not-for-Profit Corporation Law.*

*Section 1.02 **Mission:** The mission of the Association for Community Design (the association) is three-fold: to serve practitioners, educators, individuals and organizations engaged in community-based design and planning by serving as the primary clearinghouse for information exchange; to advance research, education and best practices in community design; and to provide a national voice to promote education in the values of community design.*

*Section 1.03 **Organizational Objective:** The objective is to increase equity and justice for those with a limited voice in public life; promote social equality through discourse that reflects a range of values and social identities; engage communities and stakeholders in participatory decision-making; advance the right of every person to live in a socially, economically and environmentally health community; create strategies that integrate design of the built environment with other approaches; generate ideas that are place-based solutions and which build local capacity; and promote the highest standards of quality in the design and construction of the built environment.*

## **Article II. CORPORATE RECORDS**

*Section 2.01 **Minutes and Accounting Records:** The association shall keep a permanent record of the minutes of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the association. The association shall maintain appropriate accounting records.*

*Section 2.02 **Form of Records:** The association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.*

### **Section 2.03 *Other Records:***

*The board of the association shall keep digital copies of the following records at a location from which the records may be recovered by any board member, and the president of the association shall maintain a digital backup:*

- (a) Its articles or restated articles of incorporation and all amendments to them currently in effect;*
- (b) Its bylaws or restated bylaws and all amendments to them currently in effect;*
- (c) Resolutions adopted by its board of directors;*
- (d) The financial statements furnished for the past three (3) years to the board of directors;*

- (e) *A list of the names and email addresses of its current directors and officers; and*
- (f) *Its most recent annual report delivered to the Secretary of State.*

### **Article III. MEMBERSHIP**

*Section 3.01 **Definition of Members:** Application for voting membership shall be open to any individual or organization that supports the purpose and objective statements in Sections 1.02 and 1.03. Continuing membership is contingent upon being current in payment of annual membership dues which is defined as being no more than six (6) months delinquent from the due date of annual dues. Dues for new members must be received by the Treasurer one business day in advance of the minimum annual meeting notice requirements per Section 4.04 in order for that new member to have voting rights at the upcoming annual meeting.*

*Section 3.02 **Classes of Membership:** There will be two classes of membership, the first consisting of individuals and the second of organizations. Organizations that are members of the association shall appoint up to five voting representatives who shall represent and vote on behalf of that organization at the annual meeting. Said representatives serve at the pleasure of their organization. The board of directors may establish policy to allow members that are organizations the opportunity to appoint additional voting representatives.*

*Section 3.03 **Membership Dues:** The board of directors will set dues schedules for all classes of memberships. The board of directors may determine a sliding scale of dues to allow members that are organizations to appoint additional voting representatives per Section 3.02.*

*Section 3.04 **Member Powers:** Each individual member or voting representative of an organizational member will have one vote on any resolution that comes before the membership per Section 4.05, the election of the members of the board of directors per Section 5.04 and amendment or alternation of the bylaws per Section 11.01.*

*Section 3.05 **Nonvoting Categories of Membership:** The board of directors shall have the authority to define and establish nonvoting categories of membership.*

*Section 3.06 **Suspension and Termination of Membership:** The board of directors may vote to suspend or terminate a membership with or without cause by majority vote at any time with a written notification to the member and a pro-rated refund of membership dues. A member shall be automatically suspended from membership in the association if member dues are, according to association records, in excess of six months delinquent. The board of directors may vote to terminate said member at any point thereafter by a majority vote. Once membership is terminated by action of the board of directors, said member may only be reinstated by a majority vote of the board of directors. In the event*

*of suspension without termination, membership rights and benefits may be reinstated immediately upon payment of unpaid dues.*

*Section 3.07 **Resignation of Membership:** A member may resign by giving a written notice to the secretary and said resignation will take effect in accordance with the terms thereof.*

*Section 3.08 **Liability for Unpaid Dues:** Members who are suspended, resign or are terminated from membership in the association shall be liable to the association for unpaid dues, unless otherwise provided by the board of directors.*

#### **Article IV. MEETINGS OF MEMBERS**

*Section 4.01 **Annual Member Meeting:** The annual meeting shall take place within the month of June with the specific date, time and place to be set by the board of directors. Member meetings will be chaired by the president or, in the president's absence, the vice president or other officer designated by the president. At the annual meeting the board of directors must present a financial report verified by the president and treasurer or by a majority of the directors or certified by a public accountant.*

*Section 4.02 **Special Member Meetings:** Special meetings may be called by the president, the executive committee or a simple majority of the board of directors. A petition signed by at least ten percent of the voting members may call a special meeting.*

*Section 4.03 **Quorum Present at Member Meetings:** A quorum shall consist of ten percent (10%) of the current membership.*

*Section 4.04 **Notice of Member Meetings:** Notice of each meeting shall be given to each voting member, by email, sent not less than fifteen days before the meeting. Such notice must include copies of any resolutions that will be presented for voting by the members at said meeting.*

*Section 4.05 **Members, Required Number to Constitute Act:** A member may file with the secretary of the association any resolution for a vote of the membership that is pertinent to the objects and purposes of the association and that has support of the membership indicated by the written confirmation of at least five percent of the total number of members. Such resolutions must be filed 30 days in advance of any meeting of the membership. The secretary of the association must provide members with copies of said resolution per the notification requirements specified in Section 4.04.*

## **Article V. BOARD OF DIRECTORS**

*Section 5.01 **General Powers:** All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the association shall be managed and delegated under the direction of the board of directors.*

*Section 5.02 **Number and Tenure of Directors:** The authorized number of directors shall be not less than nine (9) or more than fifteen (15) until changed by a duly adopted amendment to these bylaws. Each director shall have one vote on any matter that comes before the board. Directors shall serve staggered three (3) year terms, determined by lot, and shall be elected by members via electronic voting procedure, conducted on an annual basis prior to or during the annual business meeting of the board of directors. Each director shall hold office for their specified term, or until removal per Section 5.05. However, if the director's term expires, the director shall continue to serve until a new director is appointed per Section 5.06 or until there is a decrease in the number of directors. Directors are eligible for re-election but no director shall serve more than two consecutive three-year terms. Directors may serve more than two three-year terms if the terms are not consecutive.*

*Section 5.03 **Nomination of Directors:** Nominees for the board of directors must be individual members of the association. Voting representatives of an organizational member are not eligible for nomination. Nominees for the board of directors will be nominated by the Board Development Committee in accordance with Section 7.03. In addition to the slate of nominees presented by the Board Development Committee, any individual member may become a nominee by obtaining the written confirmation of at least five percent of association members who move his or her nomination. Nominations must be received by the board of directors at least 30 days prior to the announced scheduled election.*

*Section 5.04 **Election Procedures:** All current members will be eligible to vote for board candidates. The election will be held in accordance with election procedures established by the board of directors at the annual meeting. Each individual member or voting representative of an organizational member eligible to vote shall receive one ballot, and shall have a number of votes equal to the number of openings on the ballot to be filled. Members may not cast more than one vote for the same candidate. The nominees receiving the largest number of votes in the annual election shall be elected to those full term vacancies which exist.*

*Section 5.05 **Removal of Directors:** A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. A director may be removed for excess absences if s/he has three absences from board of directors meetings within one year. Removal must be stated as a purpose of the meeting and such purpose must be clearly articulated in the notice of the meeting sent to directors.*

*Section 5.06 **Board of Directors Vacancies:** If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the majority of the board of directors as a whole or the members shall appoint a director within thirty days of the commencement of the vacancy. If the directors remaining in office constitute less than a quorum of the board, they shall fill the vacancy by the affirmative vote of a majority of all the directors remaining in office within thirty days of the commencement of the vacancy. If a director resigns effective at a specific later date, the vacancy may be filled as described above before the vacancy occurs but the new director may not take office until the vacancy actually occurs.*

*Section 5.07 **Regular Meetings of the Board of Directors:** The board of directors shall hold a regular meeting at least once per quarter. The annual member meeting shall also be designated as the board's annual business meeting for the purpose of transferring authority to newly elected directors and electing officers. The board of directors may provide, by resolution, the date, time and place of additional regular meetings. Regular board of director meetings may be held by telephone or web, if convened in accordance with Section 5.12.*

*Section 5.08 **Notice of Regular Meetings of the Board of Directors:** The association's secretary will give each director written notice of a regular meeting of the board of directors by U.S. mail postmarked at least 15 days prior to the meeting. The notice shall include the meeting place, day and hour. In all cases, if the meeting is to be held by telephone or web, the secretary must provide instructions for participating in the meeting.*

*Section 5.09 **Special Meetings of the Board of Directors:** The president, presiding officer of the board or at least one third of the directors then in office may call and direct the secretary to give notice of a special meeting of the board of directors. Special board of director meetings may be held by telephone or web, if convened in accordance with Section 5.11.*

*Section 5.10 **Notice of, and waiver for, Special Director Meetings:***

- (a) Notice: The association's secretary shall give either oral or written notice of any special director meeting at least 5 business days before the meeting. The notice shall include the meeting place, day and hour. In all cases, if the meeting is to be held by telephone or web, the secretary must provide instructions for participating in the meeting.
- (b) Effective Date: If mailed, notice of any director meeting shall be deemed to be effective at the earlier of:
  - (i) Five (5) days after deposit in the United States mail, addressed to the director's business office with postage prepaid; or

- (ii) The date shown on the return receipt (if sent by registered or certified mail or other private delivery service, return receipt requested, and the receipt is signed by or on behalf of the director); or
  - (iii) The date when received.
- (c) Waiver of Notice: Any director may waive notice of any meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting. Neither the secretary nor director needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special board meeting unless it pertains to the removal of a director per Section 5.05 or the removal of an officer per Section 6.03.

*Section 5.11 **Board of Director Meetings by Conference Telephone:** If authorized by the board of directors, the board of directors or any designated committee of the association may participate in a board or committee meeting by means of telephone or web, providing all persons entitled to participate in the meeting received proper notice of the meeting per Section 5.08 or Section 5.10 and provided all persons participating in the meeting can hear each other at the same time. A director participating in a telephone or web meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by telephone or web.*

*Section 5.12 **Quorum:** Quorum shall consist of one-third of the current members of the board of directors.*

*Section 5.13 **Directors, Required Number to Constitute Act:** The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors. If no quorum is present at a meeting of directors, the directors may not take action on any board matter other than to adjourn the meeting to a later date.*

*Section 5.14 **Conduct of Board of Director Meetings:** The president, or in the president's absence, the vice-president, or in their absence, any person chosen by the directors present shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the association shall act as the secretary of all meetings of the directors, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.*

*Section 5.15 **Director Action Without a Meeting:** The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if: all the directors take the action, each one signs a written consent describing the action taken, and the directors file all the consents with the records of the association. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document.*

## **Article VI. OFFICERS**

*Section 6.01 **Number of Officers:** The officers of the association shall be a president, a vice president, a secretary, and a treasurer. In addition, the executive director shall be considered an officer ex-officio of the board of directors. The board of directors shall elect each of these officers. The board of directors may appoint other officers and assistant officers if a majority of directors deems it necessary. If a majority of the board of directors specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. Any two offices may be held by the same person except the offices of president and secretary.*

*Section 6.02 **Appointment and Term of Office:** Officers of the association shall be elected by members of the board of directors for a period of one year or, within that year, until they resign, die or are removed in a manner provided in Section 6.03. Officers may be re-elected but may not serve more than three consecutive one-year terms in the same office.*

*Section 6.03 **Removal of Officers:** The board of directors may remove any officer or agent any time, with or without cause, by a vote of a majority of the board of directors. Removal must be stated as a purpose of the meeting and such purpose must be clearly articulated in the notice of the meeting sent to directors.*

*Section 6.04 **President:** The president shall preside at meetings of the board of directors. The president shall be subject to the control of the board of directors, and shall in general oversee, in good faith, the affairs of the association. The president may sign, with the secretary or any other proper officer of the association that the board has authorized, association deeds, mortgages, bonds, contracts, or other board authorized instruments.*

*Section 6.05 **Vice-President:** The vice-president shall perform, in good faith, the president's duties if the president is absent, dies, is unable or refuses to act. If the vice-president acts in the absence of the president, the vice-president shall have all presidential powers and be subject to all the restrictions upon the president. (If the vice-president is unable or refuses to act, then the secretary shall perform the presidential duties.) The vice-president shall perform any other duties that the president or board may assign to the vice-president.*

*Section 6.06 **Secretary:** The secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the board of directors; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the totality of corporate records as stated in Article II; (4) when requested or required, authenticate any records of the association; (5) keep a current register of the email address and at least one additional form of contact of each director; and (6) in general perform all duties incident to the office of secretary and any other duties that the president or the board may assign to the secretary.*

*Section 6.07 **Treasurer:** The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the association; (2) receive and give receipts for moneys due and payable to the association from any source, and deposit all moneys in the association's name in banks, trust companies, or other depositories that the board shall select; (3) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the president or board may assign to the treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the board of directors shall determine.*

*Section 6.08 **Executive Director.** The executive director shall be the principal executive officer of the association and is hired by the board of directors. The executive director has day-to-day responsibility for the affairs of the association, including carrying out the association's goals and policy set forth by the board of directors. The executive director will attend all board of director meetings, report on the progress of the association, answer questions of directors and carry out the duties described in the job description. The board of directors can designate other duties as necessary.*

## **Article VII. COMMITTEES**

*Section 7.01 **Director Committees:** The board or directors may create committees as needed. There shall be four standing committees - executive, board development, finance and personnel committees. Committee chairs must be members of the board of directors. Members may serve on more than one committee but may chair only one committee. The president appoints all committee chairs. Committee members shall serve one year terms.*

*Section 7.02 **Executive Committee.** Directors are eligible to serve on the Executive Committee after one year of service on the Board of Directors. The four officers serve as the members of the executive committee. The executive committee shall review the performance of the executive director. Except for the power to amend the Articles of Incorporation and Bylaws; adopt the general budget, purchase; sell or lease real property; form an affiliation or fix annual dues, the executive committee shall have all of the powers and authority of the board of directors in the intervals between meetings of the board of directors, subject to the direction and control of the board of directors.*



*Section 7.03 **Board Development Committee.** The board development committee shall have three members of the board of directors, with the executive director as an ex-officio committee member, and be charged with preserving the diversity and balance necessary to enable the association to provide policy guidance on the broad spectrum of community design issues. The board development committee shall be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development. The board development committee shall be responsible for nominating a slate of nominees for the board of directors equal to the number of elected directors to be chosen each year.*

*Section 7.04 **Finance Committee.** The treasurer is chair of the finance committee, which includes three other members of the board of directors. The finance committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other members of the board of directors. The board of directors must approve the budget and all expenditures must be within the budget. A significant change in the budget, defined as more than five percent (5%) of the total budget, must be approved by the board of directors. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the board of directors showing income, expenditures and pending income. The financial records of the association are public information and shall be made available to the membership, members of the board of directors and the public.*

*Section 7.05 **Personnel Committee and Hiring Policy.** When necessary for organization operations, the personnel sub-committee shall be established and comprised of four members of the board of directors. The Personnel Committee will operate as a grievance committee, and is responsible for developing a personnel policy. The board of directors as a whole is responsible for hiring the executive director. The executive director is solely responsible for hiring and supervising all other staff.*

*Section 7.06 **Creation of Committees.** The board of directors may create one or more additional committees and appoint members of the board to serve on them. Volunteers from the community may serve on these committees when appropriate*

*Section 7.07 **Selection of Committee Members.** To create a committee and appoint members to it, the board must acquire approval by the majority of all the existing directors when the action is taken.*

*Section 7.08 **Required Procedures.** The committees are subject to all the procedural rules governing the operation of the board itself.*

*Section 7.09 **Authority.** Each committee may exercise the specific board authority which the board of directors confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:*

- (a) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the association's assets;

- (b) elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
- (c) adopt, amend, or repeal the articles or bylaws.

## **Article VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

*Section 8.01 **Contracts:** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the association and such authorization may be general or confined to specific instruments.*

*Section 8.02 **Loans:** The association shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the board of directors authorizes such a contract by resolution. The association shall not allow anyone to issue evidence of the association's indebtedness unless the board of directors authorizes the issuance by resolution. The authorization may be general or specific.*

*Section 8.03 **Checks, Drafts, etc.:** The board of directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all association checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The board of directors shall also determine by resolution the manner in which these documents will be signed and issued.*

*Section 8.04 **Deposits:** The treasurer of the association shall oversee the deposit of all funds of the association, in banks and other depositories; the board of directors shall authorize by board resolution the exact location of the banks and depositories.*

## **Article IX. PROHIBITED TRANSACTIONS**

*Section 9.01 **Prohibited Transactions:** The following transactions are prohibited under these bylaws.*

- (a) Compensation of Directors for board service: Members of the board of directors may not be compensated for their service as board members. This shall not, however, prevent the association's payment to any person of reasonable compensation for services rendered to or for the association in effecting any of its purposes as determined by the board of directors.
- (b) Loans to or Guaranties for Directors: The association may not lend money to or guarantee the obligation of a director of the association.

## **Article X. NOTIFICATION OF ATTORNEY GENERAL**

*Section 10.01 Notification of Attorney General: The secretary of the association shall notify the Attorney General of the State of New York when dissolution, indemnification, merger, removal of directors, and the sale of assets occur. The secretary shall deliver notice in the manner required by each event and cooperate with the attorney general in providing necessary information.*

(a) Dissolution:

- (i) In the event of dissolution, the secretary shall give the attorney general written notice that the association intends to dissolve at or before the time the secretary delivers articles of dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution.
  - (ii) The association shall not transfer or convey assets as part of the dissolution process until 20 days after the secretary has given the written notice required by section 11.01(a)(i) to the attorney general or until the attorney general has consented in writing to the dissolution or indicated that the attorney general will not take action in respect to transfer or conveyance, whichever is earlier.
  - (iii) When the association has transferred or conveyed all or substantially all of its assets following approval of dissolution, the secretary of the association shall deliver to the attorney general a list showing those, other than creditors, to whom the association transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.
- (b) Merger: The secretary of the association must give the attorney general written notice of a proposed merger of the association, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.
- (c) Removal of Directors: The secretary of the association must give written notice to the attorney general if the association commences a proceeding to remove any director by judicial proceeding.
- (d) Sale of assets: The secretary of the association must give written notice to the attorney general 20 days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the attorney general has given the association a written waiver of this subsection.

**Article XI. AMENDMENTS**

*Section 11.01 Amendments: These bylaws may be amended, altered, repealed or enhanced by an affirmative vote of two-thirds of the current members at a meeting where*

*a quorum is present. Notice of the proposed changes shall accompany notice of the members' meeting.*