

Greater Eastside Fields of Dreams Block Club Association Inc.

Bylaws

of the Greater Eastside Fields of Dreams Block Club Association Inc., a New York nonprofit corporation

Article I

Name and geographic area

The name of this corporation is the **Greater East Side Fields of Dreams Block Club Association Inc.**, hereafter referred to as the "Club" or the "Block" or the "Block Club." The Block Club encompasses Coit, Detroit, Townsend, Wilson, Smith, Shumway, Stanton, Sherman, Krettner, Howard, cross streets Peckham and Paderewski, & boarder streets are **West of Fillmore, South of Broadway, East of Krettner and Howard Street.**

**Amended to include streets that traditionally make up the Greater Eastside of Buffalo New York
March 31,2022 under article VI**

Article II

Purpose and Intent

The general purpose of the Club is to initiate and to implement charitable programs beneficial to the block and the community and to unite in a voluntary effort to improve the quality of life for our Families, Neighbors, and Business in the communities that we serve. This Club intent is established as a not-for-profit organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as now or hereafter amended. To effectuate such intent, no part of the net earnings of the Club shall inure to the benefit of any of its members or any other individual; and the Club shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office

Article III

Membership

All those may become, be and remain members of this block who actively live on the block whether they rent, or they own, and want to participate in the duties and functions, regardless of race, color creed, sex, or national origin.

Members are defined as residents of Coit, Detroit, Townsend, Wilson, Smith, Shumway, Stanton, Sherman, Krettner, Howard, Peckham, Paderewski & West of Fillmore Streets from East of Broadway to William Street who have lived in the community at least 6 months to a year.

Class A: Voting members: residents that live within the Greater Eastside territorial boundaries (listed above) are (fill in from below).

The duties of the membership are voluntary and if able to participate in meetings/activities given by/for the Club as often as possible. The membership will support Coit, Detroit, Townsend, Wilson, Smith, Shumway, Stanton, Sherman, Krettner, Howard, Peckham, Paderewski, & West of Fillmore Streets for each other in maintaining and improving properties. Each member is encouraged to participate in the Neighborhood Crime Watch.

The privileges of membership include but are not limited to eligibility to hold office, all Block Club benefits, and the right to vote on Block Club matters.

Membership dues shall be assessed at a \$5.00 suggested donation per household per meeting starting on November 1, 2014.

Class: B: Non-Voting Members: are people who do not live within the block club territorial boundaries as so indicated by Greater Eastside Fields of Dreams Board of Directors. Non-voting members will receive a 20 % discount on Greater Eastside Fields of Dreams Block Club Association Inc., events. They will also receive Tee-shirts for volunteering at events, will be added to our mailing list and or newsletter whichever is available

Article IV

Board of Directors

A Board of Directors shall govern the Club. The number of directors which shall constitute the whole board shall be not less than four nor more than five as the Board shall from time to time determine by majority vote. The election of a director other than to fill a vacancy shall be deemed to be a vote by the Board to increase the authorized number of directors accordingly.

Section 1. The term of office for each Director shall be three years, except that the term of office for the members of the Founding Board of Directors shall be as follows

- a. The original founding members cannot be voted in or out.
- b. They may resign.
- c. Replacement shall be voted by a majority of remaining founding members.

Directors shall be elected at the Annual Meeting of the Board of Directors for one year and shall be eligible for successive terms. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Nominations to the Board shall be made by the (committee or Board members) and shall be set forth in the notice of the annual meeting

Section 2. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority (52%) of the current members of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of

Directors who is absent from two consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors

Section 3. The Executive Director of the Club shall be present at all meetings of the Board of Directors.

Section 4. The Board of Directors of the Club may hold regular and special meetings. Regular meetings shall be held not less than six times each year. Special meetings of the Board may be called by the President or by the Executive Committee or by four or more Directors. Written notice of the time, place, and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail, phone, E-mail, or fax at least five (5) days before the meeting

Section 5. At all meetings of the Board, a majority of the voting members thereof shall constitute a quorum 51% for the transaction of business. If quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as unanimous vote of the Board.

Section 7. Directors shall not receive any salary for their services as directors or as members of committees. Nothing herein contained shall be construed to preclude any director from serving the Club in any other capacity as an officer, agent or otherwise, and receiving compensation therefor.

Section 8. All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Club and with their responsibilities.

Section 9. The founding Board oversees Fiscal management of Major Capital projects and investments.

Ex Officio Board Members

Ex officio members will be asked to sit on the board because of another role (or office) they have, the job they are holding, or their position as a representative of an organization/agency with a stake in the community. When their role in the office or job that they are holding ends, they will step down

Ex Officio board members will have the right to attend and participate at all meetings of Board of Directors, except when the board enters executive session.

Ex Officio board members are honorary members with no voting powers in meeting they attend and with no responsibilities for Club programs, planning, policy making, advocacy, fundraising, personnel supervision, or other such roles assumed by the elected Board of Directors

The presence of ex officio members shall not be counted in determining the existence of a Board of Directors meeting quorum

The participation of ex officio members on the board and within the organization is highly valued because of the expertise, skills, and abilities the individuals possess; the counsel and advice they render; the community spirit they bring; and the cooperation that is engendered between the organization /agency they represent and the Club.

Article V Club Meetings

Meetings will be held very 1st Saturday of the month. It may be stipulated that meetings will be suspended or held at another time by a decision of the Executive Board members. Special meetings may be called by the president of the Club or by a petition often (10) members of the Block. If the time, day, or place of the meeting is changed, the change shall be announced to all members of the Club at least five (5) days in advance of the meeting, except in the case of an emergency

Residents of the Block may attend meetings but will be unable to vote if they have not lived in the community less than 6 months or a year and must follow the Sergeant-at-Arm's instructions, which may include not participating in a debate of a voting matter.

1. Procedures- The order of business and all other matters of procedures at every meeting of members may be determined by the presiding officer.

2. Quorum- At all meetings of the Club there shall be present no less than five (5) members of record of the Block to constitute a quorum, any number less than a quorum may adjourn when a quorum is not present. Proxies count toward quorum for a vote.

Executive Board meetings: The board shall meet when the president or two (2) other board members call a board meeting.

Article VI Officers and Committees

The officers of the Club shall consist of a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as may be deemed necessary

Officers shall be elected by the directors at the Annual Meeting to hold office for their term or until their successors are elected and duly qualified or until their earlier resignation, removal from office or death.

All vacancies occurring between annual elections among any of the officers shall be filled by appointment of the directors.

Except as hereinafter provided, the officers of the Program shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

- (1) The President of the Club serves for five years and will be in charge of the Capitol project committee in order to maintain continuity to those projects only. The president can step down at any time with a 30-day notice. The president will assist in the transition of the new president but will still be entitled to co-chair in ongoing capital projects as needed for the remaining balance of specified terms.

The President will call to order, keep in order, and preside at the meetings of the block, as well as be the chief legal officer for the Club. The president will arrange the agenda for each meeting. The president is also responsible for keeping track of unfinished and finished business, with the aid of the Secretary. The President shall be one of two people (President & Treasurer, Secretary as an alternate) to have a signature card on file to be used on approved banking transactions. The President shall appoint committee chairpersons as required. Each Board member can solicit help of one or more people to aid in the performing the duties of the board position.

- (2) The Vice President shall serve a term of 3 years or until a successor is elected. The Vice President can step down at any time with a 30-day notice. The Vice President in order to maintain continuity of programs can assist with all projects as needed if available. He or she presides at meetings in the absence of the President, records minutes at the meeting in the absence of the Secretary if other arrangements have not been made. All chairs of standing committees will report to the Vice President. In the absence of the President for length of time e.g., illness, travel etc. the Vice President may exercise all duties of the President except to change or modify rules made by the president. The Vice President is responsible for maintaining an up-to-date list of committees and the people who serve on them.
- (3) Secretary shall serve a term of 2 years. The secretary can step down at any time with a 2-week notice. The secretary is asked to record notes on Greater Eastside Fields of Dreams Block Club Association Inc meetings and prepare minutes on meetings prior to the next scheduled board meeting. The Secretary should be able to provide the board and members with copies of the bylaws, policies and procedures of the Club, the parliamentary procedure used by the Club and a list of members. The Secretary is also responsible for keep track of unfinished and finished business, with the aid of the President. The Secretary shall also maintain records of all official actions of the Club.
- (4) Treasurer shall maintain in good order all financial records of the Club. The Treasurer shall collect all funds at the regular club meeting and place them in the Club bank account. The treasurer shall also have other duties as may be assigned by the membership or the Board of Directors. The treasurer can step down by giving notice to President and allowing a reasonable time for someone to take his or her position.

- (5) Sergeant at Arms serves for one-year term or until a successor is elected. He/she shall maintain order, certify members eligible to attend meetings and voting rights. The Sergeant at Arms is responsible for all sign-in-sheets and meeting set-ups, keeping the records, housing, maintenance, and care of the Club property, as well as, retrieving Club property any club member may still have upon leaving the Club. He/she is also the chairperson of election committee. The Sergeant at Arms has the authority to expel unruly members from meetings, with the agreement of the board members present. The motion to suspend the business part of the meeting prior to the scheduled speaker should be made by the Sergeant at Arms (in the event of his /her absence, the motion can be made by any board member present). The Sergeant at Arms or person appointed by him/her, is responsible for all paper vote collection and verifying the count with the Secretary (or Vice President).
- (6) Block Captains: Each section of the Block will have its own appointed Block Captain. The Block Captain oversees the Crime Watch Unit for the Block as well as Neighborhood Upkeep and is expected to be available to advise and aid any members of that section of their Street. They are to function as representatives of their section at meetings and should have a good working knowledge of that section of the block
- (7) Public Relations. He or she is a public voice for the Block Club. They are responsible for event notification to the media. All officers must attend 75% of meetings to maintain their position. If the Secretary cannot attend the meetings, he or she must send a 48-hour notice (except for emergency) and find a replacement for the meeting

Each officer must turn over all records and papers in his/her possession to his /her successor and instruct his/her successor in the rudiments of the job. Each officer should be available to the incoming officer for aid and to answer questions. Each officer can serve unlimited terms if they are duly elected.

Revised by Vote of the Board of Directors March 31 ,2022

To hold an elected office each candidate must live within the city of Buffalo within the Traditional Greater Eastside of Buffalo NY (**Unless by special vote to make an exception/Exemption for a key position Treasurer an officer can live in another area within Western New York**) all other should live within the greater eastside of Buffalo New York in accordance to the City District maps for the traditional East Side of Buffalo New York With all other officers residing with in the set geographical boundaries as describe in Article 1 above, for at least two (2) full years, whether renter or homeowner. All officers must be over 18 years of age.

Officers may only hold one elected office at a time.

Committees:

Committees can be set up on a need basis or permanent one. Each committee shall have a chairperson who reports to the President. Committee shall meet as often as necessary.

Article VII

Executive Director

The Executive Director of the Club shall manage the daily operations of the Club. The Executive Director shall be responsible for coordinating the implementation of the Club policies, projects and such other duties as the Board of Directors may require. The Executive Director is an employee of the corporation and shall receive for his or her services such compensation as may be determined by the Board of Directors.

Article VIII

Club membership voting

One member per household or unit who has lived in the community for 6 months to a year will be eligible to vote on all elections, purchases, and by-laws changes. Proxy votes: each voting member may give a written vote to a member who is attending the meeting to be given to the Sergeant at Arms at the meeting. This proxy vote is a binding vote and will count toward quorum.

Election of Officers

Nominations for all officer positions carrying one-year terms will be conducted in September and Elections will be held in November. The Secretary will remind the Executive board and the general membership 2 months prior to an officer's term expires.

Removal of Positions

Voting Out: Officers can be removed from Office with a quorum vote of members. Notification to all members shall be made and written notification (including reasons for the removal vote) made to the officer before the meeting so that members and the officer can be heard.

A follow up letter to acknowledge the meeting's outcome will be sent to the removed officer if the vote is carried 2/3 of the membership must vote in favor of removal.

Reasons for removal include, but are not limited to, no longer being a member in good standing, conviction of a crime that interferes with their duties as officer, impeachment, etc.

Replacement of Positions

Vacated positions: The Executive Board will fill all vacated elected officer positions with temporary officers to fulfill vacated term, except for the President. Nominations will be held as soon as possible, and the election will be held at the next meeting with notification to all members. If only one name is volunteered, requests for additional interested candidates shall be included in the notification of an election date.

Ratifying meeting and Declaration:

Let it be known that on this date October 16, 2021, a meeting was held to vote on the ratification of these bylaws. The Greater Eastside Fields of Dreams Block Club Association Inc. hereby adopts these bylaws, carrying the required amount for ratification.

Article IX Finances

General Board:

Except as the Board of Directors may generally, or cases authorize the execution thereof in some manner, all checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Club by any two (2) of the following people: The Executive Director, The Board President or Treasurer.

All funds of the program shall be deposited in the Club bank account, trust companies, or other depositories within a reasonable amount of time (3 days).

The Board of Directors may accept on behalf of the Club any contributions, gift, bequest, or device for the general purpose or for any special purpose of the Club.

- Within 30 days of the election of the Board of Directors each year the Board shall approve a Club budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board. The general finance will manage all from \$1 to 49,000.

Executive Board:

Any amount spent by members of the Executive Board over \$1,000 needs to be voted on.

Capital Management and Program:

The founding Board will oversee capital management/program and responsible for all projects of \$50,000 and above.

The general board finance is a separate entity and not responsible for the activities of the Founder Board Capital Management/ Program.

General provisions:

The fiscal year for the Club shall begin on the first day of January and end on the last day of December in each year.

Not later than three months after the close of each fiscal year, the Club shall prepare:

- a. A balance sheet showing in reasonable detail the financial condition of the Club at the close of the fiscal year.
- b. A statement of the source and application of funds showing the results of the operation of the Club during the fiscal year.

Article X
Amendments

The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-third vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the Club qualifications under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Article XI
Dissolution

Upon dissolution of the corporation, the residual assets of the Corporation shall be distributed to a non-profit corporation which is an exempt organization as described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation may be designated prior to dissolution.