

Constitution and Bylaws of the Winona Woods Neighborhood Association

CONSTITUTION OF WWNA

ARTICLE I: NAME

Section 1. The name of this organization is the Winona Woods Neighborhood Association (WWNA). It is an Unincorporated Association located in Irondequoit, New York.

ARTICLE II: BOUNDARIES

Section 1. The Boundaries of the Winona Woods Neighborhood Association are: Titus Avenue on the south, St. Paul Boulevard to the East, Seneca Park to the West and Winona Boulevard to the North.

ARTICLE III: PURPOSE

Section 1. The Mission Statement of WWNA is: To promote, organize, and implement activities which are intended to preserve and develop the character, beauty and quality of life in the neighborhood.

The purpose of WWNA is as follows:

1. Plan for the future of the neighborhood as well as protect, promote and improve its current assets.
2. Connect neighbors in order to celebrate the character of our community and strengths of our residents.
3. Encourage home ownership, promote the maintenance of and foster the conditions for desirable residential housing stock.
4. Reduce the burden on local government by providing granular communication on town developments and assistance wherever WWNA is able.

To achieve these goals, WWNA will:

1. Assist residents to advocate for and receive high quality services from public and private institutions.
2. Develop and foster relationships with private and community groups in the metropolitan area.
3. Provide a moderated platform for forums and discussions on issues of interest to residents.
4. Plan, organize and implement activities for residents.

Section 2: This organization is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Therefore, no money raised or earned by the WWNA may be distributed to its members or officers except for reasonable compensation for

services rendered or to make payments in furtherance of the purpose of the organization.

Section 3: No substantial part of the activities of the WWNA shall be the carrying on of propaganda or otherwise attempting to influence legislation. The WWNA shall not intervene in any political campaigns on behalf of, or in opposition to any candidates for public office.

Section 4: WWNA 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 the corresponding section of any future federal tax code, or (b) by a corporation, 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 IV: BYLAWS

Section 1. Bylaws shall be established, as set forth below, for the purpose of governing the operations and administration of WWNA.

Section 2. Bylaws' Amendments shall be adopted by an affirmative 2/3 vote of those present at a regularly constituted meeting of the WWNA Board of Directors.

ARTICLE V: MEMBERSHIP

Section 1. Membership (individual, family, or organizational) qualifications and requirements for admission, and conditions pertaining to termination shall be specified in the Bylaws.

ARTICLE VI: DUES

Section 1. Dues shall be specified in the Bylaws. All or part of the payment of dues may be deferred or waived by the Board of Directors.

ARTICLE VII: MEETINGS

Section 1. An Annual Meeting of the Membership shall be held in March of each year to elect Officers, receive reports, and perform other functions that are required by law or specified in the Bylaws. The President of WWNA shall preside or, in the President's absence, the next highest ranking Officer present.

Section 2. Regular or special Member Meetings, other than the Annual Meeting, can be arranged as prescribed in the Bylaws.

Section 3. Ten (10) Members shall constitute a quorum for any Member Meeting of the Association.

ARTICLE VIII: OFFICERS

Section 1. There shall be a President, a Vice-President, a Secretary, and a Treasurer, all who shall be elected for two (2) year terms and shall have responsibilities as prescribed in the Bylaws.

Section 2. Board Members At Large may also hold positions if interest exists.

ARTICLE IX: BOARD

Section 1. A Board shall be the governing body and shall set the policies of WWNA.

Section 2. The Board shall consist of the officers.

Section 3. A quorum of the Board shall be at least three (3) elected officers. Decisions will be by a majority.

ARTICLE X: NOMINATION AND ELECTION OF OFFICERS

Section 1. The Board shall submit a list of all candidates for Officers once per year. Terms will last for two years. Ballot A will include the President, Secretary, and one At Large Position. Ballot B will run the opposite year and will include the positions of Vice President, Treasurer, and the other At Large Position. The procedure for selecting these nominees shall be stated in the Bylaws.

Section 2. At the Annual Meeting, the Board shall submit to all voting Members for their vote a list of all qualified nominees, and shall proceed to conduct the election in accordance with the Bylaws.

ARTICLE XI: AMENDMENTS

Section 1. Amendments to the Constitution may be proposed by the Board or by petition.

Section 2. At least 2/3 of all votes cast, providing the total number of those voting is not less than 20% of the total number of Board Members, must be in favor of an amendment for it to be adopted.

BYLAWS OF THE WWNA

ARTICLE I: MEMBERSHIP

Section 1. Membership on an individual basis shall be open to all adults who have an interest in promoting the objectives and purposes of WWNA and live within its boundaries.

Section 2. Adult (18 years or older) individuals may become members by signing up for the mailing list and paying dues (if any) for the current year.

Section 3. Membership on an organizational basis shall be open to all associations, corporations, partnerships, or other organizations, whether or not organized for profit, which have an interest in promoting the objectives and purposes of WWNA.

Section 4. The Board shall make the final decision as to the eligibility of Adults and Organizations applying for membership

ARTICLE II: DUES

Section 1. At the time of drafting, there are no annual dues for Individuals, Households or Organizations. Any initiation of dues will require unanimous board approval and an amendment to these by-laws.

Section 2. Dues of Members shall be payable from January 1st of each year. Dues are not refundable.

Section 3. The WWNA fiscal year shall run from January 1st of a given year through December 31st of the same year.

ARTICLE III: MEETINGS

Section 1. The Board shall establish the time and place of the Annual Meeting and give 7 to 15 days notice of this meeting to the Members.

Section 2. The Board or President may call other Member Meetings at their discretion. The Members shall be given 5 days notice of any special Meeting and its purpose.

Section 3. A special Member Meeting of the WWNA may be called by petition signed by at least 15 Members. Such a petition must be given to the President at least 7 days before the proposed date of the meeting being called.

ARTICLE IV: ELECTION OF OFFICERS

Section 1. If no more than one (1) candidate is nominated for each office, election of the Officers may be by voice vote at the Annual Meeting.

Section 2. If any office is contested, ballots bearing the names of the candidates, and the office for which they seek election shall be given to all voting WWNA Members at the Annual Meeting. The candidate receiving the largest number of votes for an office shall be elected to it. The Board shall ensure the validity of the ballots cast.

Section 3. Officers may resign at any time or may be removed at any time by a $\frac{2}{3}$ majority vote of other board members. The vacated position will be immediately opened for election to any eligible volunteer within the boundaries of WWNA.

ARTICLE V: DUTIES OF OFFICERS AND STREET REPS

Section 1. New Officers shall assume the duties of their offices at the Annual Meeting.

Section 2. The President shall preside at all meetings of the Members, Board, and Executive Committee and shall appoint all committee heads and special committees as may be authorized by the Board or Executive Committee. The President is an Ex-officio member of all WWNA Committees. The President prepares the agendas for all Meetings of WWNA and acts as the spokesperson for the organization or appoints others to do that in specific instances. The President oversees the division of responsibilities among Officers. The President deals with all items requiring organizational decisions; allocating responsibility for making decisions to appropriate groups or individuals, including him/herself.

Section 3. The Vice-President assumes the responsibilities of the President in his/her absence or disability. The Vice-President will give particular attention to overseeing a portion of the organization's activities, especially committees, programs, and coalitions as determined in consultation with the President.

Section 4. The Secretary will have responsibility for seeing that minutes of the Board and Executive Committee Meetings are taken, approved, and stored. He/she will also have responsibility to see that a master list of Membership, and Constitution and Bylaws are up to date prior to each Member Meeting.

Section 5. The Treasurer shall have charge of the WWNA funds, and shall keep a regular account of them. The Treasurer shall make disbursements of the funds that are authorized by the Board or Executive Committee. All bills amounting to \$5 or more shall be paid by check, signed by the Treasurer.

The Treasurer shall make regular reports of the WWNA financial situation. The Treasurer shall present annually to the March Board Meeting a balance sheet of accounts as of the 31st of January for the previous fiscal year.

Section 6. The Street Representatives shall primarily act as liaison between their street residents and the Association. Their duties are delegated by the Board.

ARTICLE VI: ORGANIZATION

Section 1. The President may appoint any Special Committee deemed necessary. The Committee Chairperson of a Special Committee shall serve upon the recommendation of the President and a majority of the Board.

Section 2. The Standing Committees of WWNA as established by the Board are:

Neighborhood Watch

Chairpersons of the Standing Committees shall serve upon the recommendation of the President and a majority of the Board. Standing Committees of WWNA must make at least one verbal report of activities before the Board of Directors each year.

Section 3. All external committee activities such as correspondence, news release, or public statements stating or implying a position of WWNA must be reviewed and approved in content (not structure) by the President prior to its release with a copy or summary presented to the Executive Committee at its next nearest meeting.

Section 4. No WWNA Committee shall be limited in its number of members and shall be open to all members willing to participate in that committee's activity unless otherwise stated in these Bylaws.

Section 5. A disclaimer: Officers and Directors shall not be held liable for any accidents, debts, or liabilities incurred by WWNA.

ARTICLE VII: Dissolution Clause

Section 1: At least three Officers elected on a yearly basis by the general membership must be maintained in order for the Winona Woods Neighborhood Association to continue to operate.

Section 2: Should three Officers be unable to be elected by the general membership on a yearly basis. The organization shall be dissolved.

Section 3: Upon the dissolution of this organization, assets shall be distributed to a tax exempt

organization within the Town of Irondequoit as directed by the last elected board of the WWNA.

This document was adopted on January 6, 2025 and witnessed by:

Gail Hoins, WWNA President:

Gail Hoins

Charlotte Harvey, WWNA Vice President:

Charlotte A. Harvey

Jenna DeFranco-Morales, WWNA Secretary:

Jenna DeFranco-Morales

Rosemary Parker, WWNA Treasurer:

Rosemary Parker