

**-BYLAWS-**  
**UNION SQUARE PARK COMMUNITY COALITION, INC.**  
**(REVISED MAY 22, 2012)**

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**BYLAWS OF THE UNION SQUARE  
PARK COMMUNITY COALITION, INC.**

**ARTICLE I**

**SECTION I LEGAL NAME OF THE ORGANIZATION**

Union Square Community Coalition, herein referred to as USCC, is registered under the name Union Square Park Community Coalition, Inc.

**SECTION 2 USCC'S MISSION STATEMENT**

The Union Square Park Community Coalition, Inc. (USCC), was established in 1981 with the purpose of helping to return the park from its dramatic deterioration to its historically significant role as one of the great open spaces in New York City. The powers and purposes of USCC are set forth in (1) New York Not-for-Profit Corporation Law and (2) USCC's Certificate of Incorporation, which are expressly incorporated herein by reference. The attachments are on file in USCC's archives  
USCC'S mission includes:

- **advocating on behalf of the park and for issues affecting the quality of life for residents of surrounding areas. As such, it works with government representatives, community boards, and local elected officials, neighborhood groups to press for responses to important community needs and support for literary, charitable and educational events in the area.**
  
- **seeking to help preserve the park's green environment and its public uses by the community and its children.**
  
- **lobbying for the landmarking of architecturally, culturally and historically significant buildings that give the area its character and identity and supporting the designation of historic districts in areas surrounding the Square.**
  
- **monitoring development and zoning that impact the area.**

## ARTICLE II

### GENERAL MEMBERSHIP

**SECTION 1 ELIGIBILITY:** Any person or organization that is in sympathy with the purposes advocated by USCC and who pays the annual membership dues shall be eligible for membership in this organization.

**SECTION 2 MEMBERSHIP CATEGORIES:** There are five (5) membership categories:

- Individual
- Household
- Business/Organization/Institution
- Senior/Student
- Honorary

-Honorary members shall be selected by the Chairperson with the consent of the Board of Directors.

-Honorary members are not required to pay membership dues and may not vote

-Honorary members may serve on USCC's committees.

**SECTION 3 LENGTH OF MEMBERSHIP:**

-Length of membership shall be for one (1) calendar year, which shall begin on January 1 and shall end on the last day of December. All membership dues shall become payable beginning on January 1 through January 31 of each year.

-Honorary Members shall serve for one (1) year and may serve additional terms at the discretion of the Board.

**SECTION 4 MEMBERS IN GOOD STANDING:**

-Members who pay their dues for each new calendar year are members in good standing.

-Dues-paying members, regardless of category, shall be entitled to all rights and privileges of membership.

**SECTION 5 ACCEPTANCE OF NEW MEMBERSHIP:** Any person eligible for membership shall become a member after receipt by the Treasurer of such person's or organization's completed membership application and payment the annual dues.

-New members are in good standing twenty (20) days after receipt of their application and payment of their annual dues.

**SECTION 6 RENEWAL OF MEMBERSHIP:** Current membership may be renewed until the day of the membership meeting, at which members in good standing will be eligible to vote.

## ARTICLE III

### MEMBERSHIP MEETINGS: ANNUAL AND SPECIAL

**SECTION 1 ANNUAL MEETING:** All Annual Meetings and Special Membership Meetings shall be open to the general membership.

- The USCC Annual Meeting shall be held on a day designated in May by the Board of Directors.
- In an emergency, a majority of the Board of Directors may change the date of the Annual Meeting. The Chairperson, with the approval of the Board of Directors, shall schedule another date for the Annual Meeting at the earliest possible date. The Corresponding Secretary shall inform members of the new date.
- The Annual Meeting shall be, mainly, for the purpose of the election of officers and members of the Board of Directors.
- Agenda items must be submitted to the Board of Directors at the Board meeting prior to the Annual Meeting.
- Additional items may be placed on the agenda by any member in good standing at the opening of the meeting.
- A meeting agenda shall be included in the notification of all membership meetings.

**SECTION 2 SPECIAL MEMBERSHIP MEETINGS:** Special meetings shall be called by the Chairperson and a majority of the Board of Directors, or shall be called by the Chairperson upon written request of **fifteen percent (15%)** of the membership or **ten (10)** members, whichever is the lesser number.

### **SECTION 3 NOTIFICATION OF MEMBERSHIP MEETINGS:**

#### **-THE ANNUAL MEETING:**

-Notice of the Annual Meeting shall be sent to all members and a public notice shall be posted at least **fourteen (14)** days prior to the date of the meeting and shall include the time and place of the meeting.

-The meeting notice to members shall:

- include the agenda for the Annual Meeting,
- indicate that the Annual Meeting is open to all USCC members and to the public at large,
- be sent by regular mail (or by mail with the permission of the recipient member).
- notice of the time, place and the agenda for a Special Membership Meeting shall be sent by the Corresponding Secretary to all members within seven (7) days prior to the special meeting.

**SECTION 4 QUORUM:** Fifteen percent (15%) of the membership, or ten (10) members in good standing, whichever is the lesser number, shall constitute a quorum for the Annual Meeting and Special Membership Meetings.

### **SECTION 5 MEMBERSHIP VOTING:**

-Each member in good standing is entitled to hold office and is entitled to one (1) vote, except that Household memberships in good standing shall have a vote for each member and each is entitled to hold office.

-All questions shall be decided by a majority of those voting

## ARTICLE IV

### BOARD OF DIRECTORS

**SECTION 1 POWERS OF THE BOARD OF DIRECTORS:** The corporation shall be managed by its Board of Directors, and all corporate powers shall be vested in the Board.

-It shall:

- vote to determine the individuals who will serve as USCC's officers and committee chairpersons at the first Board meeting after the election of Directors at the Annual Meeting.
- seek the advice of legal counsel as needed,
- make all decisions by a majority vote of the Directors, except as specified otherwise in these bylaws,
- have the power to call for an audit of USCC's financial records, if an audit is conducted, its results shall be submitted to the Board of Directors and placed on its agenda within thirty (30) days following completion of the auditor's report,
- select such FDIC depositories, insured banking institutions, as it shall deem proper for the Treasurer to deposit funds of the corporation,
- determine who shall be authorized to sign bills, notes, receipts, acceptances, endorsements, releases, contract and documents on behalf of the corporation,
- spend funds as needed for stationery, postage, telephone calls, meeting room charges, fees for services and other routine expenses,

**SECTION 2 ELIGIBILITY:** Any USCC member in good standing shall be eligible to serve on the Board of Directors.

**SECTION 3 ELECTION OF THE BOARD OF DIRECTORS:** Directors shall be elected at each Annual Meeting of the Union Square Community Coalition. Each Director, other than Honorary members, shall be elected for a term of one (1) year. Directors may be elected, from year-to-year, for sequential one (1) year terms of office.

- Upon the demand of any eligible member of the organization, voting shall be by secret ballot.
- The Nominations/Elections Committee shall be responsible for the conduct of the elections.
  - The Nominations/Elections Committee shall be:
    - composed of at least three (3) USCC members in good standing, including Directors,
    - selected by the USCC Chairperson with the approval of the Board of Directors,
    - responsible for the nomination and election of candidates for the Board of Directors,
    - use USCC's procedures for Nominations and Elections outlined in the Guidelines for the Nominations/Elections Committee.

**SECTION 4 NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS:**

- The Board of Directors shall consist of a minimum of seven (7) and a maximum of **thirteen (13)** members.
- Directorships may be increased or decreased, under these bylaws, as long as each specific proposal for an increase or decrease results in an odd number of Directors and is approved by a majority of all the currently existing Directors.

**SECTION 5 TERM OF OFFICE:**

- The term of office for members of the Board is **one (1)** year.
- A member of the Board of Directors ceases to be a Board member upon **three (3)** consecutive absences from Board meetings, unless excused for good cause by the Chairperson.
- If the Annual Meeting is delayed, each Director shall serve until a successor is elected, unless his/her directorship is vacated by resignation, removal or death.

**SECTION 6 GENERAL BOARD OF DIRECTORS MEETING PROVISIONS**

- All regular and special Board of Directors meetings shall be open to the general membership.
- A Treasurer's report and minutes of prior regular Board meetings and Special Board meetings shall be available upon request.

**SECTION 7 REGULAR BOARD OF DIRECTORS MEETINGS:**

- The Board of Directors shall schedule its regular monthly meetings at a **fixed time and place**.
- All notices of regular Board of Directors Meetings and Special Membership Meetings shall include the date, time and place of the meeting.
- Membership must be given at least **seven (7)** days' notice of Board meetings.

**SECTION 8 SPECIAL BOARD OF DIRECTORS MEETINGS**

- The Chairperson, on at least **seven (7)** days' notice, may, at anytime, call a special meeting of the Board of Directors.
- A special meeting of the Board of Directors may also be called by written request to the Chairperson, signed by at least **three (3)** members of the Board, and such request shall be included in the agenda for the meeting.
- The agenda shall constitute the **only business to be transacted** at such special meetings.

**SECTION 9 QUORUM:** A majority of the Board of Directors must be present for either regular or special Board of Directors meetings in order for votes to be taken.

**SECTION 10 AGENDA FOR BOARD OF DIRECTORS MEETINGS:**

- The Chairperson shall prepare an agenda for each regular meeting of the Board of Directors, which shall include all business to be transacted.
- Items may be placed on the agenda by the Chairperson or by any member of the Board of Directors.
- Items not on the agenda may be added to the agenda at the opening of the meeting.

## **ARTICLE V**

### **OFFICERS**

**SECTION 1 NUMBERS:** There shall be four (4) officers of USCC:

- Chairperson
- Treasurer
- Recording Secretary
- Corresponding Secretary

**SECTION 2 ELIGIBILITY:**

- Any member in good standing shall be eligible for election to any office, as provided in **ARTICLE III, SECTION 5**, above, but no member shall hold more than **one (1)** office simultaneously
- All officers shall be members of the Board of Directors with full voting powers and privileges.

**SECTION 3 LENGTH OF TERM:**

- The term of office shall be **one (1)** year.
- Officers in good standing may serve additional terms if re-elected.

**SECTION 4 DUTIES:** The duties of the officers shall be, in addition to those enumerated elsewhere in these bylaws, as follows:

**CHAIRPERSON:** The Chairperson may vote on all matters and shall vote if necessary to break a tie.

The Chairperson shall:

- be the chief administrative officer of USCC and an ex-officio member of all standing and ad-hoc committees,
- preside at all Board of Directors meetings, all special meetings and all general membership meetings,
- establish and distribute the agenda for the Board of Directors and general membership meetings,
- be a signatory for approved USCC expenditures,
- monitor the operations of the Standing and Ad Hoc Committees,
- prepare an annual budget with the assistance of the Treasurer and the Finance Committee for approval of the Board of Directors,
- designate, with the approval of the Board, a USCC archivist who will be charged with maintaining the corporate archives, which shall include, but is not limited to, the minutes of all Board of Directors meetings and membership meetings, Treasurer's reports, committee reports and copies of all corporate documents.
- submit a report on the status of USCC activities to the Board of Directors at all of its meetings and to the membership at the Annual Meeting,
- perform such other duties as the Board of Directors may specify.

**TREASURER: The Treasurer shall:**

- record receipts and disbursements for all financial matters concerning USCC,
- give financial reports at all Board of Directors and Annual Meetings,
- maintain USCC accounts and all corporate checking, savings, and other accounts authorized by the Board of Directors,
- prepare or oversee financial reports required by the IRS and other government agencies,
- prepare an annual financial report to be filed in the USCC archives,
- maintain an insurance policy to indemnify all members of the Board,
- get Board approval for any check higher than **five hundred dollars (\$500)** on behalf of USCC in conjunction with either the Chairperson or **one (1)** other officer,
- allow records to be inspected by any eligible USCC member upon reasonable notice to the Treasurer,
- make available to the Corresponding Secretary and Membership Committee copies of all new member applications and dues renewal forms within **two (2)** weeks of their receipt by the Treasurer,
- assist, cooperate and provide all relevant information to auditors within **thirty (30)** days following the submission of the Treasurer's Annual Financial Report to the Board of Directors.

**RECORDING SECRETARY: The Recording Secretary shall:**

- prepare a written set of minutes for all Board of Directors and Membership Meetings, and disseminate the minutes to the Board within **one (1)** week of the next Board meeting, or as directed by the Chairperson,
- list names of Board of Directors who are present and those who are absent at each Board of Directors meeting and the names of USCC members in attendance,
- be responsible for the preparation and safekeeping of the minutes of all USCC proceedings, those of the Board of Directors and such other additional records as the Chairperson or Board of Directors may specify,
- make available copies of these bylaws and all minutes of the prior year for reference and perusal at all Board and Membership Meetings.

**CORRESPONDING SECRETARY: The Corresponding Secretary shall:**

- compose letters at the discretion of the Board of Directors,
- preside at Board and membership meetings upon the absence of the Chairperson,
- notify members **seven (7)** days prior to a Special Meeting.



**SECTION 5 VACANCIES:** If the office of the Chairperson or a Director (s) becomes vacant, the Corresponding Secretary shall call a Special Meeting of the Board of Directors within sixty (60) days of the vacancy to approve the appointment of an Interim Chairperson or Director to serve for the remainder of their unexpired term.

**SECTION 6 REMOVAL FROM OFFICE:** Any officer or member of the Board of Directors may be removed from office for conduct contrary to the interests of USCC, in accordance with the following provisions:

- The request for removal must be made by a majority of the Board of Directors, or a written petition by five (5) members in good standing,
- A notice of the proposed removal must be included on the agenda prior to a scheduled Annual Meeting or seven (7) days prior to a Special Membership Meeting,
- Removal shall be based on a two-thirds (2/3) vote of members in good standing present at a Membership Meeting or Special Membership Meeting,
- No Director removed under these provisions may be reappointed within one (1) year after removal,
- A new Director shall be elected by the membership at the next Annual Meeting's regular election or at a Special Membership Meeting.

## **ARTICLE VI**

### **COMMITTEES**

#### **SECTION 1 STANDING AND AD HOC COMMITTEES:**

**-STANDING COMMITTEES** shall include but not be limited to the following:

- Events and Activities
- Finance
- Historic Preservation
- Membership
- Newsletter/Website

-The Chairperson, with the consent of the Board of Directors, may designate such additional Standing Committees as he/she may think necessary.

-Each committee chairperson shall submit a verbal or written report on the activities and progress of work of the Committee at the regular monthly meeting of the Board of Directors.

**-AD HOC COMMITTEES:**

-The USCC Chairperson and the Board of Directors may create Ad Hoc Committees as needed to carry out assignments not within the function of any of the Standing Committees.

**SECTION 2 COMMITTEE: CHAIRPERSONS AND COMMITTEE MEMBERS:**

- The Board of Directors and members in good standing may serve on, or be a chairperson of, USCC committees.
- Each committee shall develop committee guidelines, annual objectives and a budget for approval of the Board of Directors no later than the committee's second meeting after the Annual Meeting.
- The Nominations/Elections Committee shall be guided by the Guidelines for the committee.
- The USCC Chairperson is an ex-officio member of all committees.
- Committee chairpersons or committee members may be removed at the discretion of the Board of Directors.

**ARTICLE VII**

**FISCAL YEAR AND PAYMENT OF MEMBERSHIP DUES**

The corporate fiscal year shall be the calendar year, January 1 to December 31. Members' annual dues shall be paid each year beginning on January 1 through January 31.

**ARTICLE VIII**

**INDEMNIFICATION**

The corporation, now and hereafter, may, to the fullest extent permitted by law, indemnify any person, his/her heirs, successors and/or assignees made party to any action or proceedings arising out of the course of his/her participation as director, officer, employee or agent of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

**ARTICLE IX**

**CORPORATE SEAL**

The seal of the corporation shall be circular in form and shall bear the name of the Union Square Park Community Coalition, Inc., with words and numbers, that it was incorporated in the State of New York and the year of its incorporation.

**ARTICLE X**

**MAIL: INCOMING AND OUTGOING**

**SECTION 1 INCOMING MAIL:** All incoming mail must be received only at one official address authorized by The Board of Directors and by USCC's Chairperson.

**SECTION 2 OUTGOING MAIL:**

- All USCC mailings must be authorized by the Board of Directors and approved by USCC's Chairperson.
- USCC's letterhead and data base shall be used only as authorized by the Board of Directors or as provided by these bylaws.

## ARTICLE XI

### AMENDMENTS TO THE BYLAWS

**SECTION 1 PROPOSALS:** Amendments to these bylaws may be proposed and submitted to the USCC's Chairperson by a member of the Board of Directors or in a written petition signed by **fifteen percent (15%)** percent of the membership or **no fewer than ten (10)** members in good standing, whichever is the smaller number.

-To become effective, any amendment, so proposed, must be approved by a **two-thirds (2/3)** vote of members, present and in good standing, at USCC's Annual Meeting.

**SECTION 2 ANNOUNCEMENT:** The agenda of the next Membership Meeting shall include the proposed amendment.

## ARTICLE XII

### PARLIAMENTARY PROCEDURE

-All Board of Directors meetings and Membership Meetings shall be guided by general procedures outlined in Robert's Rules of Order (revised).

-A member in good standing may be appointed as parliamentarian by the Chairperson at the beginning of a meeting. (Revised, May --, 2012