

# ByLaws of the Queens Civic Congress

## *PREAMBLE*

The civic community of Queens County finds that the protection and advancement of the quality in life of Queens requires greater cooperation and dialogue among its members in order to effectively influence public policy and enhance our neighborhoods. Therefore, we freely join hands to work together as the Queens Civic Congress in order to command greater attention from public officials and the private sector as to the concerns of the civic movement in Queens and to coordinate the energies and strategies of civic activists on a boroughwide level.

## ARTICLE I *NAME*

The name of this organization shall be the Queens Civic Congress (hereinafter Q.C.C. or Congress). The Congress shall be organized as a NotforProfit Corporation under the laws of the State of New York.

## ARTICLE II *PURPOSE*

Section 1 To provide a forum for civic and neighborhood organizations in Queens County to inform and address themselves to the full spectrum of issues, developments, and conditions which may affect the quality of life of our neighborhoods.

Section 2 To develop and present common policies and positions on all matters which may affect our neighborhoods, the Borough and County of Queens, and New York City.

Section 3 To furnish effective leadership and advocacy for the advancement of the welfare and interests of Queens' neighborhoods.

## ARTICLE III *MEMBERSHIP*

Section 1 Any Queens civic association or neighborhood organization that accepts and desires to further the purposes of the Congress as expressed in Article II hereof is eligible to join as a Regular Member.

Section 2 Each Regular Member in good standing at the Congress may cast one (1) vote on all matters.

Section 3 Regular Members shall pay dues as set by the Congress every year, payable no later than January 31 of each calendar year. The Congress may change the amount or frequency of dues.

Section 4 While attendance at all meetings is encouraged and open to all, there shall be one voting delegate for each organization.

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Section 5 At the discretion of the Congress, Associate Membership may be conferred on an organization. While Associate Members are invited to send delegates to general meetings of the Congress, neither Associate Members nor their delegates may vote or hold office in the Congress. The Congress may choose whether or not to levy dues on Associate Members and the frequency and amount thereof.

#### ARTICLE IV *MEETINGS*

Section 1 The fiscal year of the Congress shall be the same as the calendar year, January 1st through December 31st.

Section 2 The Annual Meeting of the Congress shall take place in the month of October of every year.

Section 3 In addition to the Annual Meeting, the Congress shall hold at least two General Meetings (meetings where the entire Regular Membership is invited) per year. The Executive Committee shall meet at least every other month, and no less than five (5) times a year, except during July and August. Additional General Meetings beyond the two can be substituted for Executive Committee meetings.

Section 4 Special meetings may be called for cause by the President or an absolute majority of the entire Executive Committee or by a petition signed by twenty percent of the Regular Members of the Congress.

Section 5 The attendance of twenty percent (20%) of the Regular Members at any meetings shall constitute a quorum for the transaction of business. For all meetings of the Executive Committee, the attendance of a majority of the Executive Committee shall constitute a quorum.

Section 6 Except as otherwise provided in these ByLaws, all business presented for consideration by the Congress shall require the concurrence of twothirds of the Regular Members present and voting.

#### ARTICLE V *OFFICERS, EXECUTIVE COMMITTEE*

Section 1 - The officers of the Congress shall be the President, an Executive Vice President, Vice Presidents (no less than one and no more than eleven, the number to be determined by the

Congress), a Treasurer, a Secretary, and the Founders as defined in Article V Section 3 (f). All officers sit and vote as members of the Executive Committee.

Individuals, who are elected officials of government, registered lobbyists, persons holding senior staff positions for Federal, NY State or New York City elected officials are excluded from holding Queens Civic Congress office or from representing a Queens Civic Congress member organization before the QCC. Any member of the Executive Committee who becomes a declared candidate for Federal, NY State or New York City elected position must

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immediately place him/herself on leave of absence from his /her office. Any officer who becomes a senior staff member or consultant for a campaign for a candidate for elected office must immediately take a leave of absence. Any action taken by an officer that places the Congress' reputation in a negative light may be cause for removal from office. The Executive Committee will determine any disputed applicability of this clause."

Section 2 A Nominating Committee of five persons shall be formed by May of every year, of which three shall be elected by the Executive Committee (including its Chair) and two by the Regular Members at the General Meeting scheduled in or as nearly before May as possible.

The Nominating Committee will present its list of nominees at the June Meeting. Nomination(s) may be made by a delegate(s) from the floor. All nominations must be seconded by a delegate. If there are contested offices, an election will be held at a September meeting.

For all uncontested offices, the Chair of the Nominating Committee will direct the Secretary to cast one ballot for each of those candidates at the Annual Meeting in October.

In no event may anyone be nominated for officer of the Congress who has not been a delegate representing a Regular Member to the Congress. Candidates for President must have served on the Executive Committee in the year prior to their nomination.

The election will be by roll call vote. The Chair of the Nominating Committee will have paper ballots printed with the name of the office listed as a header with all candidates for the office listed below in alphabetical order. The Executive Committee will appoint three Tellers of which one must not be an officer. The Tellers will count and verify the vote. A plurality of the ballots shall suffice for election. The results of the vote will be announced to those present. The vote count for each office will be recorded in the minutes of the meeting. The winning candidates shall take office at the Annual Meeting.

Section 3 The duties and powers of the elected officers are defined as follows:

(a) President The President shall preside over General Meetings and meetings of the Executive Committee, and serve as Chief Executive Officer, appoint all committees and representatives to other organizations or bodies, except where otherwise dictated by the ByLaws, and may sit ex-officio on all committees, except where the ByLaws state otherwise. The

President shall represent and speak for the Congress. The President will prepare an Annual Budget in consultation with the Executive Committee for consideration, modification, and/or approval by the Regular Membership at a General Meeting no later than December 31 of each year.

(b) Executive Vice President The Executive Vice President succeeds the President, in the event of incapacity, removal, or resignation, for the balance of the President's unexpired term. The Executive Vice President shall also exercise the President's functions in the absence of the President. In addition, the Executive Vice President shall assist the President with the performance of the President's duties and with projects and tasks assigned by the Executive Committee. Finally, the Executive Vice President shall chair the Membership Committee.

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(c) Vice President(s) The Vice President(s) shall perform duties as determined by the Executive Committee.

d) Treasurer The Treasurer shall receive and record all monetary receipts of the Congress and pay all bills and disburse all funds which have been approved or authorized by the Executive Committee by check or voucher signed by any two signatories designated by the Executive Committee. The Treasurer shall record all payments of dues and maintain an accurate membership roll of all Regular and Associate Members. After review and approval by the Audit Committee, the Treasurer shall prepare an annual Treasurer's Report.

For all accounts maintained for the Congress, checks issued in amounts over \$500. shall require the approval of the President or the Executive Vice President, and shall be documented by electronic communication. Furthermore, as the sole custodian of funds for the Congress, the Treasurer shall deposit all funds in a bank or banks designated by the Executive Committee within one month of receipt and render a full report of accounts and disbursements to the Executive Committee when they meet. All sums deposited shall be in the name and for the account of the Congress in a FDIC-approved institution.

(e) Secretary – The Secretary shall keep complete and accurate minutes of all Executive Committee and General Meetings and proceedings of the Congress. In addition, the Secretary shall prepare the Notices of General and Executive Committee Meetings and maintain attendance records.

(f) Founders – The Congress reserves two seats on the Executive Committee for Albert Greenblatt, Esq. (deceased) and Robert I. Harris, Presidents, respectively, of the Eastern Queens Civic Council and United Civic Council of Queens County, in recognition of their selfless dedication to the civic movement of Queens. The Founders shall vote and participate as Officers on the Executive Committee and perform tasks or exercise powers assigned to them by the Executive Committee, consistent with the By-Laws.

Section 4 The Executive Committee shall make the agenda for General Meetings of the Congress and it shall prepare and present an Annual Budget for consideration and approval by the Regular Members of the Congress at a General Meeting. In the event that the Executive Vice President becomes President due to the previous President's departure before the expiration of that President's term, the Executive Committee shall fill the vacant Executive Vice Presidency by election amongst its ranks. Vacancies of other offices shall be filled by election of the Executive Committee.

Section 5 The Executive Committee may act for the Congress between General Meetings. It may also enter into contracts for the Congress and spend funds, subject to regular report to the Congress.

Section 6 Each Officer shall cast one vote and voting by proxy is prohibited at Executive Committee meetings. Unless otherwise stated in these ByLaws, the Executive Committee shall

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act with the concurrence of a majority of those Officers present and voting. Abstentions, however, shall count towards a quorum and shall be duly noted in all recorded votes.

Section 7 The President may in his discretion take a telephone or electronic vote of the Executive Committee when there is an issue of importance which cannot wait for the next regularly scheduled meeting of the Executive Committee.

The President must contact every member of the Executive Committee; a minimum of two attempts to reach every member of the Executive Committee is required. The resolution to be voted upon must be concisely and uniformly put to each and every member of the Executive Committee.

The rules governing a quorum and voting for the telephone or electronic vote are the same as the rules governing a regular Executive Committee meeting. At the next Executive Committee meeting, the President shall read the results of the telephone or electronic vote into the minutes; and the Executive Committee will acknowledge their accuracy.

Section 8 Consistent with the ByLaws, the Executive Committee shall make rules and regulations for the conduct of its meetings and committees as it may deemed necessary and proper.

#### ARTICLE VI *USE OF THE NAME OF THE CONGRESS*

Unless authorized by the President, pursuant to these ByLaws, no member, delegate or officer may use the name of the Queens Civic Congress (a.k.a. Q.C.C. or Congress) or otherwise

purport to act in or appear on its behalf, or endorse any policy position without the express authorization of the Executive Committee or the Congress. The Congress, as a non-partisan entity, shall not endorse candidates for public or party office.

#### ARTICLE VII *PARLIAMENTARY AUTHORITY*

Where applicable and not inconsistent with the ByLaws, Robert's Rules of Order, Revised (latest edition) shall govern the conduct of business at meetings of the Congress. The President may also appoint a Parliamentarian, at his pleasure, to advise him on procedure.

#### ARTICLE VIII *COMMITTEES*

Section 1 These ByLaws establish the following Committees: Audit, Membership and Nominating.

Section 2 Additional Committees may be created by resolution of the Executive Committee or by the Regular Members of the Congress.

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Section 3 Unless provided otherwise by the ByLaws, the President shall appoint all committee members, including their Chairs. Committee Chairs and members shall be appointed from the members of the Congress. All Committees report to the President and the Executive Committee.

Section 4 At the end of the fiscal year, an Audit Committee, composed of three persons, shall review the checks, vouchers, and records of the Treasurer, in addition to the draft Treasurer's Report, and forward its findings to the Executive Committee for consideration and approval by the Executive Committee before the Annual Meeting. No signatory to the Congress' accounts may sit on this Committee. The Audit Committee's Report shall be available for inspection by members.

Section 5 A Membership Committee, led by the Executive Vice President, shall be appointed to receive and review applications for Regular and Associate Membership, according to qualifications dictated by these ByLaws and further developed by the Executive Committee, for the ultimate determination by the Executive Committee. The Committee shall make use of the Application for Membership, which itself shall contain a descriptive statement of the Congress and secure the applicant's commitment to the aims and purposes of the Congress.

#### ARTICLE X *REMOVAL OF OFFICERS; MEMBERS*

Section 1 - The Congress may remove any member of the Executive Committee for cause by a two-thirds (2/3) vote of those present and voting at a general or special membership meeting after a full hearing held on notice to all members.

Section 2 - The Congress may remove any member organization for cause by a two-thirds (2/3) vote of those present and voting at a general or special membership meeting after a full hearing held on notice to all members.

#### ARTICLE IX *AMENDMENTS*

Section 1 - Amendments to these ByLaws may be proposed via Petition for Amendment from any Regular Member or delegate supported by the signatures of at least twenty percent of the Regular Members, for presentation in writing at any General Meeting (excluding special meetings) of the Congress. The Petition shall be read aloud by the Secretary and discussion may be had on the proposal but no action may take place at said meeting.

Section 2 - After its introduction, the Petition shall be converted into a Resolution and Notice of said Resolution shall be included in the meeting notice of the next General Meeting of the Congress. If approved by two-thirds of Regular Members present and voting at this meeting, the amendment will take effect immediately unless otherwise noted in the text of the amendment.

Section 3 - Amendments to the ByLaws may also be proposed via Resolution of the Executive Committee, having received approval from a two-thirds majority of the Executive Committee

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before presenting the Resolution at a General Meeting for consideration and approval under otherwise the same terms as a Petition for Amendment.

#### ARTICLE XI *DISSOLUTION*

In the event of dissolution of the Congress, which would follow the same procedure as outlined in Article X, the balance of the Congress' Treasury after all reasonable expenses, disbursements, and payments of the Congress' debts, shall be disposed by a vote of the Congress in accordance with law.

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*The founding ByLaws had been approved and adopted by the Initial Incorporators of the Congress on September 15, 1997, and they had signed the document on behalf of the constituent organizations in the hope of bringing one strong voice for the civic movement of Queens.*

*It has been amended from time to time. This document has last been amended and approved by a unanimous vote at a General Membership meeting held on May 20th, 2014, except for Article V, Section 1, paragraph two, which was approved at a membership meeting on September 16, 2014. The above are the currently approved By-Laws in force.*