

**MIDDLE VILLAGE MASPETH
CIVIC ASSOCIATION INC.
(a New York Not-For-Profit Corporation)**

Constitution

and

By-Laws

November, 2006

Photography by Daniel Avila

PREAMBLE

WE, a body of people living, working and interacting in the contiguous geographical areas known as Middle Village and Maspeth desire to join our voices together to be resoundingly heard to foster the collective good, hereby adopt the following Constitution and By-Laws.

ARTICLE ONE – NAME

The name of this organization shall be the Middle Village Maspeth Civic Association Inc. (hereinafter, the “Association”), incorporated under the Not-for-Profit Corporation Law of the State of New York.

ARTICLE TWO – PURPOSES

The objective of the Association is to improve the quality of life in the neighborhoods of Middle Village and Maspeth, more particularly bounded by the areas that fall within the U.S. Postal Service zip code designations of 11378 and 11379 (the “Community”), by, among other things:

- A. Welcoming all members of the Community into the Association;

- B. Providing an open forum to express concerns and ideas affecting the Community;
- C. Promoting family values;
- D. Encouraging involvement in all aspects of the Community;
- E. Educating children of the importance of civic involvement;
- F. Working to keep the Community safe;
- G. Intelligently balancing the needs to develop and preserve our Community;
- H. Maintaining open dialogue with government agencies and elected officials; and
- J. Involving local business and merchants in the affairs of our Community.

ARTICLE THREE – MEMBERS

Section 3.01 Qualification. The qualifications for membership in the Association is as follows: general membership is open to all individuals, corporations, partnerships, and associations with an interest in the operations of the Association, provided, however, such individual, corporation, partnership or association is (a) a resident, landowner or has its principal place of business in the Community, (b) registers with the Association's Secretary, and (c) pays the membership dues, if any, fixed by the Board of Directors from time to time.

Section 3.02 Members In Good Standing. All members who meet the membership dues requirements, are eighteen (18) years of age or older and have been registered as a member with the Secretary for a period of at least six (6) months shall be considered "members in good standing" and entitled to vote at meetings of the members and receive all the benefits of the Association, including the right to be nominated for and elected to the Association's Board of Directors. Only members in good standing shall be entitled to cast votes at member meetings.

Section 3.03 Meetings. Meetings of the members shall take place at least twice annually at a time and place to be fixed by the Board of Directors. The order of business at one of the annual meetings shall be the election of one of the two classes of Directors sitting on the Board of Directors. Roberts Rules of Order shall be followed at all meetings of the Association.

Section 3.04. Meeting Notices. All members consent to receive meeting notices by publication of time, place and general purpose of such meeting on the Association's web site, www.mvmca.org, or in any local newspaper publication, including the *Queens Ledger*, *New York Daily News* or *The Post*. Meeting Notices shall be published no less than seven (7) days before the meeting is scheduled to take place.

Section 3.05 Voting Procedure. (a) An item can become a motion for voting by the membership if initiated by the Board of Directors. (b) In order for any motion to be voted upon by the membership at large, the motion must be posted to the Association's web site at least seven (7) calendar days before the meeting at which the motion will be voted upon. (c) In order for the membership to vote upon a motion, there must be assembled a quorum of the Association's membership in good standing, or at least fifty (50) members in good standing in addition to those members that are on the Board of Directors present at the meeting. (d) Members entitled to vote shall vote by saying Aye, Nay, Abstain, or may refrain from voting entirely. A motion shall be passed if a majority of those members voting declare a vote FOR the motion. (In other words, the number of Aye votes must exceed the combined total of Nay and Abstain votes.) Directors have the right to vote on all motions.

Section 3.06 Removal. Members may be removed for cause by the Board of Directors, such cause including nonpayment of membership dues, if any, and obstructing the Association from fulfilling its stated Purposes. Members may also be removed for cause on a motion by a vote of 80% of the members attending a meeting of the members.

ARTICLE FOUR – BOARD OF DIRECTORS

Section 4.01 General Powers; Number; Election. The affairs of the Association shall be managed by its Board of Directors which shall consist of no less than three (3) and no more than twenty-five (25) Directors. The Directors shall be divided into two classes, as nearly as equal in number as possible. Directors of the first class shall hold office until the first annual meeting of the members following their designation or election, and Directors of the second class shall hold office until the second annual meeting of members following their designation or election. At the annual meeting of members where a vote is to be taken for Directors, the successors to the class of Directors whose terms shall expire at that time shall be elected to hold office for a two (2) year term. An Executive Board, consisting of seven (7) Directors, shall then be elected by the members of the Board of Directors directly to the following officer positions: President; First Vice-President, Second Vice-President, Secretary, Treasurer, Sergeant at Arms, and Counsel. If the Board of Directors wishes, it may elect other officers as it may

deem necessary or desirable. Each officer shall serve the lesser of a two (2) year term or until his or her term as a Director expires.

Section 4.02 Qualifications. Directors may only be elected and continue to fill such position if they are members in good standing of the Association.

Section 4.03 Regular Meetings. The Board of Directors shall meet no less than four times annually, with at least one of the meetings to be conducted immediately following the annual meeting of members where a vote is taken for Directors.

Section 4.04 Notice. Notice of any meeting of the Board of Directors shall be given so as to be received at least three (3) business days previously thereto by notice delivered personally, by mail, telephone, facsimile, or electronic mail at his or her address as shown by the records of the Association.

Section 4.05 Voting. Except as otherwise stated herein, all action by the Board of Directors shall be taken by a majority vote of the Directors present at a meeting where a quorum is present.

Section 4.06 Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Board Directors, shall be filled by 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. However, vacancies need not be filled unless such a vacancy would result in fewer than three (3) Directors remaining on the board.

Section 4.07 Removal. Any Director may be removed with or without cause by a two-thirds majority of the remaining Directors.

Section 4.08 Limitation On Scope Of Liability. No Director or Officer shall be liable to the Association for monetary damages for an act or omission in the Director's or Officer's capacity, except and only for (a) an act or omission not in good faith by the Director or Officer or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director or Officer; or (b) an act or omission by the Director or Officer for which liability is expressly provided for by statute.

Section 4.09 Indemnification of Directors and Officers. The Association shall, to the maximum extent permitted by law, indemnify each Director and Officer against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceedings arising by reason of (a) the acts or obligations of the Association or (b) the fact such person is or was a Director or Officer of the Association. In both circumstances, the Association shall advance to such Director or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by law.

ARTICLE FIVE – OFFICERS

Section 5.01 President The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association; and in general he or she shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the Association.

Section 5.02 First Vice President; Second Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice-Presidents (in order of their numerical title) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 5.03 Secretary. The Secretary shall keep the minutes of the meetings of the members and Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Association, and affix the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-Laws; and, in general, perform all duties incident to the office of Secretary and such other duties as

from time to time may be assigned to him or her by the President or Board of Directors.

Section 5.04 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; he or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Association, all of which books shall be open at all times to the inspection of the Board of Directors; he or she shall also submit a report of the accounts and financial condition of the Association at each meeting of the Board of Directors, and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 5.05 Sergeant at Arms. The Sergeant at Arms serves as the Association's protocol officer and is the principal administrative manager for all meetings of the Association. He or she shall control access to meetings and bring them to order so that the Association's business can be conducted.

Section 5.06 Counsel. The Counsel shall possess a general knowledge of the law, and preferably be a lawyer, in order to understand legal matters effecting the Association. He or she shall not be required to render legal advice and will not be deemed to serve in any capacity as a lawyer to the Association unless the person is a licensed lawyer and a formal written engagement letter, duly executed on behalf of the Association, is executed.

ARTICLE SIX – EXECUTIVE BOARD

The Executive Board shall be responsible for conducting all business of the Association, including the preparation and submission to the general membership plans for the general welfare of the Association and Community. The President, unless absent or otherwise unable to do so, shall preside as Chairperson of the Executive Board. The Executive Board shall meet at the call of the President or the Board of Directors, or any two (2) members of the Executive Board, and shall have and may exercise, when the Board of Directors is not in session, the power to perform all duties, of every kind and character, not required by law or these By-Laws to be performed solely by the Board of Directors. The Executive Board shall have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board of Directors. A majority but never less than three of the members of the Executive Board in office shall be sufficient to constitute a quorum at any meeting of the Executive Board, and all action taken at such a meeting shall be by a majority of those present. All acts performed by the Executive Board in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive Board shall be filled by appointment by the Board of Directors.

ARTICLE SEVEN – COMMITTEES

Section 6.01 Committees. The Board of Directors may designate and appoint one or more standing committees, each of which shall consist of two or more persons, a majority of whom are Directors, which committees shall have and exercise authority in the management of the Association to the extent provided by the Board of Directors.

Section 6.02 Nominating Committee. The President shall, with thirty (30) days advance notice to the Board of Directors, appoint the members of the Nominating Committee created by the Board of Directors. The members of the Nominating Committee shall be members of the Board of Directors.

Section 6.03 Advisory Board.

a) The Board of Directors may appoint an Advisory Board at such times as it deems necessary. The function and purpose of the Advisory Board shall be to advise the Board of Directors on matters relating to the purpose of the organization and to suggest projects which the Association may undertake. Each such advisor shall hold office at the pleasure of the Board of Directors, and shall have such authority and obligations as the Board of Directors may from time to time determine.

b) No such advisor of the Association shall receive any salary, compensation or emolument for any service rendered to the Association except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Association.

Section 6.04 Special Committees. Special committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors. Except as otherwise provided in such resolution, the President shall appoint the members of each such committee. Any member

thereof may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the Association shall be served by such removal. Members of such committee or committees may, but need not be, Directors.

Section 6.06 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE EIGHT – AMENDMENTS TO BY-LAWS

Amendments to By-Laws. These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds majority of the Directors present at any regular meeting or at any special meeting, if written notice is given as required by these By-Laws for a regular or special meeting of an intention to alter, amend, or repeal these By-Laws or to adopt new By-Laws at such meeting.