

CHARTER AND BYLAWS OF THE
GREENPORT CIVIC ASSOCIATION, INC.
A NOT-FOR-PROFIT CORPORATION
Adopted October 21, 2024

ARTICLE I: NAME

The name of this Association shall be GREENPORT CIVIC ASSOCIATION, INC.

ARTICLE II: GEOGRAPHIC AREA

Greenport as used in this document refers to the Incorporated Village of Greenport and the surrounding areas of the Town of Southold designated as part of the Greenport Union Free School District.

ARTICLE III: PURPOSE

The mission of Greenport Civic Association, Inc. is engaging the community in its present and advocating for its future.

The Association shall provide forums for the community to learn about, discuss, consider and act upon issues that concern the residents of Greenport.

The Association shall operate as a 501(c)(4) not-for-profit organization pursuant to U.S. and New York State law.

ARTICLE IV: MEMBERSHIP

SECTION 1. There shall be three classes of full voting membership—individual, household and business. Individual and business memberships are open to only one person per membership, while household membership is open to two or more persons living in the same household. Voting privileges are extended to each individual, household or business member who has reached the age of 18.

SECTION 2. Membership shall be open to all persons who own property, or who reside in property pursuant to a rental agreement, or who own a business with a physical location in Greenport (as defined by Article II).

SECTION 3. Each person, member or household business owner who is eligible for membership shall be entitled to apply for only one class of membership and shall be allowed

only one vote. No person shall be entitled to apply for multiple memberships or be entitled to multiple votes by virtue of ownership of multiple properties and/or multiple businesses in Greenport.

SECTION 4. There shall be two classes of non-voting membership: youth and friend. Any person under 18 years of age and residing in Greenport may apply for a youth membership. Any person with an interest in the future of Greenport may apply for a friend membership. Youth and friend memberships entitle such member to participate in Association event and activities, but do not include the right to vote.

SECTION 5. Annual membership dues shall be determined by the Board of Directors, subject to the approval of a two-thirds majority of the members either present at a general meeting of the Association or responding to a proposal presented by mail or electronic communication.

SECTION 6 Any person who qualifies for membership as stated in this Article shall, upon review and acceptance of a complete application form and payment of the annual dues, be deemed a member in good standing and entitled to membership privileges until the next December 31st.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1. The Association shall be governed by a Board of Directors, which shall consist of either seven, nine or eleven members. At the first Annual Meeting in June 2025 or such other date as the initial Board of Directors may select, an even number of members of the Board shall be elected by ballot to serve for a term of two years, and the remaining odd number of members of the Board shall be elected to serve for a term of one year. Thereafter, elections to fill Board vacancies at the end of their terms shall take place at the Annual Meeting, and all future terms shall be for two years. Only members in good standing and with voting privileges may be elected to the Board, and only members in good standing and with voting privileges shall be entitled to vote.

SECTION 2. Candidates for the Board of Directors shall be chosen each year by a Nominating Committee, which shall be chaired by the Vice President and shall consist of such other Board members as the Chair may select. Any member eligible to vote and in good standing prior to the meeting at which the election of Board members is to be held shall be eligible to seek election as a Director.

SECTION 3. Each year at its first Board meeting after the Annual Meeting, the Board shall elect its Officers: a President, Vice President, Secretary and Treasurer. The Board may also appoint chairpeople of any standing and special committees, and may in its discretion from time to time establish new committees.

SECTION 4. The Board of Directors shall hear reports and recommendations from committees, discuss issues of concern to the Association and take action on them. The Board shall prepare resolutions for discussion at general membership meetings.

SECTION 5. It shall be the duty of the Board of Directors to represent the Association in all official communications with Federal, State, County, Town and Village authorities. The Board may also engage the services of experts or others possessing specialized skills as it deems advisable, and the Board may designate such persons to represent the Association on specific topics in official communications.

SECTION 6. Directors shall not be compensated for services on behalf of the Association, but the Board of Directors may provide for the reimbursement of expenses incurred by the Directors.

SECTION 7. Vacancies in office occurring between Annual Meetings shall be filled by a majority vote of the remaining members of the Board. Those so elected shall serve until the next Annual Meeting and shall be eligible for any office for the regular two terms.

SECTION 8. Any member of the Board may resign at any time by giving written notice of resignation to the President. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

SECTION 9. At any meeting of the Board duly called, any Officer or Director may be removed with or without cause by a vote of two-thirds of the entire Board.

ARTICLE VI: OFFICERS

SECTION 1. The elected officers of the Association shall be President, Vice President, Secretary and Treasurer (hereinafter Officers).

The duties of the officers shall be as follows:

1. The President shall preside at all meetings of the Association and the Board of Directors.
2. The Vice President shall preside at all meetings from which the President is absent. In the event of the absence of the President and Vice President, from any meeting, the members of the Board of Directors shall select a chairperson to preside at such meeting.
3. The Secretary shall ensure there is a record of all meetings of the Board of Directors. The Secretary shall issue notice of all meetings and, with the concurrence of the President, all correspondence of the Association.
4. The Treasurer shall receive and under the direction of the Board of Directors disperse all funds of the Association. The Treasurer shall keep regular accounts in books of the Association, which shall be open at all times to inspection by any member of the Board of Directors. At each meeting of the Board of Directors, the Treasurer shall report the

balance of money on hand and any pending income and expenses. At the Annual Meeting, the Treasurer shall make a full report of all receipts and disbursements for the prior fiscal and all outstanding obligations of the Association. The accounts shall be audited annually by an Auditing Committee to be appointed by the Board of Directors.

SECTION 2. The duties of the Officers shall not be limited as enumerated above, and they may discharge such additional duties as may be requested by the Board.

ARTICLE VII: COMMITTEES

SECTION 1. The Association shall have four standing committees essential to its operations: Communications/Outreach, Finance, Government/Action and Membership. Each Committee will have at least one member of the Board of Directors as a regular member, to be determined by the Board at its first meeting following the Annual Meeting. The Board may determine to establish additional or different regular committees from time to time as the Board deems necessary.

SECTION 2. The Communications/Outreach Committee is responsible for regular communications from the Association to and with the Greenport community, including oversight of the Association's website and its print and digital communication outlets. The Finance Committee is responsible for the organization's annual budget and coordinates with the Membership Committee on funding needs. Government/Action Committee stays informed on issues of concern to the Greenport community, assists the Board in coordinating representation at/participation in important Village and Town meetings and forums and brings to the Board and membership proposals for action, when needed. The Membership Committee is responsible for membership recruitment and retention.

SECTION 3. The Board of Directors may form other special committees to address specific matters or projects, as needed.

ARTICLE VIII: BOARD OF DIRECTORS MEETINGS AND QUORUMS

SECTION 1. Regular open meetings of the Board of Directors shall be held once a month or such other periods as the Board may deem appropriate. Representatives of the committees shall report at these meetings. All members of the Association are welcome to attend. Once a date, time and place have been communicated to the membership, no further notice shall be required.

SECTION 2. At the meetings of the Board of Directors, a quorum shall consist of a majority of the Board of Directors, including at least two of the elected Officers. A Director may participate virtually, if that option is available at the meeting venue.

SECTION 3. A special meeting of the Board of Directors may be called at any time by the President, upon a request from a majority of the Board of Directors and notice to all Directors and the membership.

SECTION 4. Three unexcused absences within one year from Board of Directors meetings by any Director shall be deemed a resignation. An excused absence may be granted by the President or Vice President.

ARTICLE IX: MEMBERSHIP MEETINGS AND QUORUMS

SECTION 1. At a general meeting of the Association, action may be taken with a two-thirds majority vote of the members present and voting.

SECTION 2. When an issue arises which involves a) a material change in policy or b) a new position on a substantial matter, and that change or position has not previously been considered by the Association, action by the Board of Directors on behalf of the Association shall be taken after polling the membership either at a meeting, by mail or by electronic communication. Upon a two-thirds majority vote of the Association members present and voting at a membership meeting or responding to the mail or electronic communication, the Board shall act in accordance with that vote. No member or members of the Board or Directors or of the Association at large shall act on behalf of the Association without such two-thirds majority vote on new policy positions or new issues. Nothing in this section shall prevent a majority of the Board of Directors from raising questions or concerns about issues relating to the interests of the Greenport community when the need for immediate response prevents a matter from being brought before the full membership. Copies of any such written position shall be promptly made available to all members.

SECTION 3. There shall be an Annual Meeting of the members, which shall take place during the month of December or such other month as the Board of Directors deems appropriate. A minimum of three additional general membership meetings shall be held annually, with at least two weeks' written notice given to the members. Additional meetings will be called by the Board of Directors, as needed.

SECTION 4. The President shall report to the members at the Annual Meeting on the state of the organization, and the treasurer shall report on the Association's income and expenditures during the previous fiscal year.

SECTION 5. A special meeting of the membership must be called by the Board of Directors upon receipt of a request for such a meeting signed by at least twenty percent of the members in good standing.

SECTION 6. Actions without a meeting: From time to time, the Association may be called upon to take action without the need for a meeting or the time or schedule one. In such event, the Association may act by a two-thirds majority vote of the members so long as:

- a. Information upon which a vote or review is required is circulated to all of the members by digital collaboration tools with at least 48 hours to review;
- b. If the review involves a revision to an existing document, members must have a chance to review the redlined or markup version of the document;
- c. Each member has an opportunity to indicate whether they have concerns or questions or if they do not have any;
- d. If there are no concerns or questions captured or if all have been resolved then a vote can take place electronically;
- e. If substantive concerns exist then the Board may schedule an ad hoc call/meeting of the members to resolve open issues.
- f. Actions without a meeting shall be reviewed and ratified at the next meeting.

ARTICLE X: AMENDMENTS

Material amendments to the Bylaws may be proposed to the membership by the Board of Directors, after they have been approved by at least two-thirds vote of the Board. Notice of the proposed amendments shall be provided to the membership by email at least five days prior to the membership meeting at which the amendments are to be considered. At least two-thirds of the Board members present at such meeting shall approve amendments in order for the amendments to be adopted.

Immaterial amendments to the Bylaws may be adopted by the Board of Directors and will be submitted for ratification at the next meeting of the Association's membership.

ARTICLE XI: TERMINATION

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association as shall at the time qualify as an exempt organization under section 501(c)(4) of the Internal Revenue Code or as otherwise required by the Article of Incorporation.