

BY-LAWS OF THE EDGEMONT COMMUNITY COUNCIL, INC.

(As amended through April 28, 2010)

ARTICLE I

NAME AND OBJECT OF CORPORATION

Section 1. - The name of the corporation is The Edgemont Community Council, Inc. (hereinafter "the Council")

Section 2. - The objects and purposes of the Council shall be: To ascertain the opinion and act in behalf of the residents of the Community existing within the Union Free School District No. 6, in the Town of Greenburgh, Westchester County, State of New York, concerning matters which may have a material effect on its welfare; to study, report, and coordinate community action thereon; to make the view of such residents upon pending matters, and the reasons therefore, known to the legislative, executive, and administrative personnel and bodies concerned therewith; to institute legal proceedings where deemed necessary or desirable for the protection of their interests and, in general, to plan for and take all actions deemed appropriate for the general welfare of the residents and the area.

Section 3. - The Council shall Not campaign for or against any candidate in any election on which residents of the Community are entitled to vote, but may advance a position for or against any question, referendum, proposition or other matter on which residents of the Community are entitled to vote.

Section 4. - The Council shall sponsor the School Board Nominating Committee of Union Free School District 6. As such it shall perform the functions specified for it in the Rules and Procedures of the Edgemont School District School Board Nominating Committee, as in effect from time to time.

ARTICLE II

MEMBERSHIP

Section 1. - The membership of the Council shall be open to all residents of the Community who are eighteen years of age, or over, who reside in the Community, and all individuals who are record owners of real property in the Community. Persons eligible for membership in the Council who shall have paid dues for the current fiscal year and who shall have completed such form of application as may be required by the Board of Directors (hereinafter "the Board") are members of the Council (hereinafter "Members").

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. - An annual meeting of the Members shall be held on a date in April in each year at not earlier than 8:00 P.M. at such place within Westchester County as the Board may determine, to elect directors, officers and representative (and alternate) to the School Board Nominating Committee, as hereinafter provided; to receive the reports of the President, the Treasurer, the annual report of the directors as required by Section 519 of the Not-for-Profit Corporation Law and such other reports as may be required by law and to take action upon such other business as may properly be presented.

Section 2. - Special meetings of the Members may be called by the President, by the Board upon the request of at least five directors or by not less than 10% of the Members. In the latter case, notice of the demand shall be given, in writing, to the Secretary who shall give notice to the Members as required by law and by these by-laws. No such meeting shall be held on a Sunday, Saturday or holiday nor shall any such meeting commence earlier than 8:00 P.M. on any weekday, and any such meeting will be held at a place within the Community.

Section 3. - Written notice of each annual and special meeting shall be mailed to all Members at their addresses as appearing on the books of the Council, except that no more than one notice need be given to each household, at least ten days, but not more than twenty days, prior to the meeting. Such notice shall include a statement of the matters to be presented to the meeting for action, but any Member who is present at an annual meeting may present any other relevant matter to the meeting for consideration. Any matter not set forth in the notice of an annual meeting may not be acted upon at such meeting.

Section 4. - The presence of Members entitled to cast one hundred votes or 5 percent of the total number of votes entitled to be cast, whichever is less, shall constitute a quorum for the transaction of business at any meeting of the Members. Those present at any meeting at which a quorum is not present may adjourn the meeting to a time (but not earlier than 8:00 P.M. on any weekday) and place within the Community. If a quorum shall not be present at any membership meeting, and those present do not fix a time and place for the adjourned meeting, the President shall call such meeting to be held at a place in the Community selected by him on a weekday (but not earlier than 8:00 P.M.) to be selected by him which shall be not later than twenty days after the date of the adjourned meeting.

Section 5. - Each Member present at any meeting shall be entitled to cast one vote on all matters which may be brought before the meeting. Voting by proxy shall not be allowed.

ARTICLE IV

DUES

Section 1. - Membership dues shall be for each fiscal year in such amount as may be determined by the Board. If a person who resides in the Community has paid such

dues, any other person in his or her immediate family residing with him or her and who is himself or herself eligible for membership shall be entitled to all membership privileges, except as otherwise provided herein, without application therefor or payment of dues.

ARTICLE V DIRECTORS

Section 1. - The affairs and activities of the Council shall be conducted by a Board to consist of twenty-three Members who shall have the authority to exercise all of the powers of the Council except the powers which are by law or by these by-laws reserved to the Members. The directors shall not be personally liable for the debts or obligations of the Council. Elected directors are expected to attend the regular monthly meetings of the Board and cooperate in promoting the objects and purposes of the Council.

Section 2. - Fifteen directors shall be elected by the Members. Five directors shall be elected at each annual meeting of the Members, each for terms of three years. Each Member present at the meeting shall be entitled to one vote for each directorship which is to be filled, and the five persons receiving the largest number of votes shall be those chosen. Additional directors shall also be elected at each annual meeting to fill the vacancies required to be filled at the annual meeting pursuant to Article V, Section 4, of these by-laws.

One director and an alternate for such director may be appointed from each of the following civic associations: The Cotswold Association, Inc., Edgemont Association, Fort Hill Association, Greenridge Association, Longview Civic Association, Northern Greenville Civic Association, Southern Greenville Civic Association and Central Park Avenue Civic Association. Such directors shall each serve for a term of one year.

The Board may adopt, and transmit to the aforesaid civic associations, such regulations and procedures as may seem to it to be appropriate relative to the manner in which the identity of appointed directors shall be certified to the President.

Section 3. - The Board shall hold a regular monthly meeting, except in July and August, at a place and on a date to be determined by the Board at its first meeting following the annual meeting of Members. Two days' written notice of all regular Board meetings shall be given by mail. Special meetings may be called by the President or any five directors and shall require no less than five (5) days' written notice by mail. Any director may waive notice of a meeting, in writing, and the attendance of any director shall be deemed to be a waiver of notice thereof. The presence of nine directors at any meeting of the Board shall constitute a quorum while a vote of at least seven members at a meeting at which a quorum is present shall be the act of the directors.

Section 4. - The office of an elected director shall become vacant upon the occurrence of any of the following events: (1) the death of the director; (2) the director

ceases to be eligible for membership in the Council under Article II; (3) a written statement of resignation from the director is received by the President or First Vice-President; (4) removal for not fulfilling the duties of the office or for misconduct in office; or (5) the failure to pay membership dues within a reasonable time following notice to such effect being given by the Treasurer of the Council. The removal of a director from office requires the recommendation of a majority of the officers of the Council and a vote of three-quarters of the directors present at a regular monthly meeting of the Board, with this matter placed upon the agenda prior to the meeting. If the office of any elected director shall become vacant before the expiration of his term, the vacancy shall be filled by a vote of a majority of the other directors for a term to end on the 30th day of June next following. If the office of any appointed director or alternate shall become vacant before the expiration of his or her term, the vacancy shall be filled by appointment by the civic association making the original appointment, for the unexpired term of such directorship.

Section 5. - No person may serve more than six consecutive full years as an elected director. Notwithstanding the foregoing, the Corresponding Secretary, the Recording Secretary, and the Treasurer, while serving in their respective offices, may each serve concurrently as a director without limit as to the number of years served.

Section 6. – Attendance requirements of the directors of the ECC shall be set at a minimum of 51% of the regularly scheduled meetings as listed in the “Blue Book” for the respective school year. Should such requirements not be met by a Director or Officer during the duration of the annual calendar, this may result in actions including the removal of said Director or Officer by the process listed in Article 5 Section 4 of these by-laws.

ARTICLE VI OFFICERS

Section 1. - The officers of the Council shall be the President, First Vice-President, Second Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary, all of whom shall be elected at the annual meeting of the Members and who shall serve for a term of one year each. Any Member of the Council shall be eligible for election as President, First Vice-President, or Second Vice-President if such Member is either a director elected by the members whose term has not yet expired or is elected by the Members as a director at the same annual meeting at which such Member is elected to such office. If no director is willing or able to fill the offices of Corresponding Secretary, Recording Secretary or Treasurer, any Member of the Council shall be eligible for election to such offices.

Section 2. - The President shall be the chief executive officer of the Council and he shall preside at all meetings of the Members and Board; shall report to the Members at the annual meeting and deliver any other reports required by law or these by-laws; shall at such times as he deems proper communicate to the Members and the directors such matters

and suggestions as may in his opinion promote the purposes and increase the usefulness of the Council and shall see to it that the orders and the resolutions of the Members and the Board are carried out, and shall perform all other duties assigned to him by these by-laws.

The President, or a Vice-President appointed by him, shall be an ex officio member of each committee without vote of each committee established pursuant to Section 2 of Article VII of these by-laws.

Section 3. - The First Vice-President shall exercise all of the duties of the President if the President shall be absent or unable to act, and if the office of the President shall become vacant before the expiration of the term for which he was elected, the First Vice-President shall succeed to the office of President for the remainder of the current term and shall, in general, perform for the President such duties of the President as the President may from time to time delegate to him.

Section 4. - The Second Vice-President shall exercise all of the duties of the President if both the President and the First Vice-President shall be unable to act, and if the office of First Vice-President shall become vacant before the expiration of the term, the Second Vice-President shall succeed to the office of First Vice-President for the remainder of the current term and shall, in general, perform for the President such duties of the President as the President may from time to time delegate to him.

Section 5. - The Treasurer shall collect all annual dues and money which the Council may be authorized to receive, and shall deposit the same in account(s) in the name of the Council in depositories designated by the Board; he shall disburse the funds of the Council as authorized by the Board; he shall keep the accounts of the Council, including a roster of all Members and a record of payment of their dues; he shall prepare the annual report of the directors as required by Section 519 of the Not-for-Profit Corporation Law for delivery at each annual meeting of the Members; and he shall deliver a written financial report at each regular meeting of the Board.

Section 6. - The Recording Secretary shall act as the Secretary of all meetings of the Members the Board and the executive committee, shall record the minutes of such meetings, and shall perform such of the duties of the Treasurer, other than the keeping of accounts, as may from time to time be delegated to him by the Treasurer.

Section 7. - The Corresponding Secretary, at the request of the President, shall prepare and post all notices of the meetings of Members, Board and committees, and shall take care of such correspondence as may be delegated to him by the President.

Section 8. - An office of an officer of the Council shall become vacant upon the occurrence of any of the following events: (1) the death of the officer; (2) the officer ceases to be eligible for membership in the Council under Article II; (3) a written statement of resignation from the officer is received by the President or First Vice-President; or (4)

removal for not fulfilling the duties of the office or for misconduct in office. The removal of an officer from office requires the recommendation of a majority of the officers of the Council and a vote of three-quarters of the directors present at a regular monthly meeting of the Board, with this matter placed on the agenda prior to the meeting. If any office, other than President or First Vice-President, shall become vacant, the Board may fill such vacancy until the next annual meeting of the Members.

ARTICLE VII COMMITTEES

Section 1. - The Board, by the resolution of a majority of the entire Board, shall have the power to create an executive committee and delegate to the committee all of the powers of the Board, except such powers which by law may not be delegated. Such committee shall serve at the pleasure of the Board. The executive committee, if created, shall consist of the President, the First Vice President, and three other directors designated by the Board.

Section 2. - The Council shall have the following committees:

1. School District
2. Fire District
3. Highways and Traffic
4. Town Affairs and Budget
5. Zoning and Planning
6. Legal

each of which shall have such powers with respect to the matters embraced in their titles as the Board may from time to time assign to them.

Members of these committees shall be appointed by the President, with the consent of the Board, for terms to expire on the following last day of June, and be subject to removal by the President at any time.

Section 3. - The Council shall have such other committees as the Board may authorize, the members of which shall be appointed by the President, with the consent of the Board. Each such committee shall continue until its final report has been made to the Board or until its earlier discharge by the Board.

Section 4. - A nominating committee consisting of five persons, no more than two of whom shall be directors, shall be appointed by the President, with the consent of the Board, prior to February 15 of each year. Neither directors eligible for re-election as elected director at the next annual meeting of Members nor the President, First Vice President, or Second Vice President (unless they will not stand for re-election for any such offices) shall be eligible to serve upon the nominating committee. Members of the nominating committee may be nominated for director or officer or School Board Nominating Committee

representative or alternate, but shall be excluded from the meeting while their election as nominees is acted upon.

The Chairman of the nominating committee shall be selected by the President. It shall, not later than the 1st day of March in each year, designate a candidate for each directorship, office and School Board Nominating Committee representative and alternate to be filled at the next annual meeting of the Members.

Any other persons may be placed in nomination for any position to be voted upon at the annual meeting of Members by petition signed by any ten (10) Members and filed with the Corresponding Secretary at least seven (7) days prior to the annual meeting except that any person otherwise eligible who has indicated an interest in being a candidate for the Council's School Board Nominating Committee representative or alternate in accordance with the procedure set forth in subpart (1) of Section 1 of Article VIII shall (absent withdrawal) be deemed a nominee for such position to be voted upon at the annual meeting of Members. In case of more than one candidate for any position, a paper ballot shall be held.

ARTICLE VIII

SCHOOL BOARD NOMINATING COMMITTEE REPRESENTATIVES

Section 1. - The President shall include in two issues of the Edgemont Newsletter the following: (1) in the first issue the date by which and the appropriate names and addresses of persons to whom those desiring to be considered for the position of School Board Nominating Committee representative or alternate by the Council should indicate their interest; and (2) in the second issue the names of all persons who have indicated a desire to be considered for the position of School Board Nominating Committee representative or alternate of the Council and the date and place of the election with respect thereto. The issues of the Edgemont Newsletter in which such information shall be placed shall be the same issues as those in which the President decides to include similar information for the other participating organizations of the School Board Nominating Committee.

Section 2. - One School Board Nominating Committee representative shall be elected each year for a two-year term by plurality vote by the Members at the annual meeting of Members; in addition, an alternate representative shall be elected each year for a one-year term by plurality vote by the Members at the annual meeting of Members.

Section 3. - The position of School Board Nominating Committee representative or alternate shall become vacant in the same circumstances as is set forth for elected directors under Section 4 of Article V. A vacancy in the position of School Board Nominating Committee representative shall be filled by the alternate representative. A vacancy in the position of alternate representative shall be filled by the Board of Directors, to serve until the next annual meeting of Members.

Section 4 - If for any reason, on or before March 15 of any year, a civic association does not have two (2) designated members to the School Board Nominating Committee and at least one (1) designated alternate member to the School Board Nominating Committee, then the Council Board of Directors may: (i) accept nominations to fill any such vacancy directly from residents of the area represented by the affected civic association; and (ii) thereafter select an individual to fill each vacancy from the nominations received. Any such directly made nominee/selectee must be a resident of the area covered by the affected civic association. All such nominations shall be noticed in accordance with Section 1 of this Article. The Council shall select the candidate(s) to fill any vacancy by plurality of vote of Council Members at any regularly scheduled meeting of the Council. The term of any SBNC member thusly selected shall be 1 year. This section shall supersede Edgemont School District School Board Nominating Committee Rules and Procedures 4(d).

Section 5. – Each School Board Nominating Committee representative and alternate shall meet the eligibility requirement specified in the Edgemont School District School Board Nominating Committee Rules and Procedures, provided, however, that if, for any reason, a civic association does not have two (2) designated members to the School Board Nominating Committee and at least one (1) designated alternate member to the School Board Nominating Committee on or before March 15 of any year, the Council Board of Directors may fill any such vacancy in compliance with the Council’s By-Laws. If there shall be any conflict between these By-Laws and the Edgemont School District School Board Nominating Committee Rules and Procedures, the former shall prevail.

ARTICLE IX MISCELLANEOUS

Section 1. - The Funds of the Council shall be deposited in a bank or banks designated by the Board subject to withdrawal by check signed by the Treasurer or President. In addition, the Funds of Council may be invested in short term, secure instruments authorized by the Board such as registered money market mutual funds.

Section 2. - The fiscal and operating year of the Council shall commence on the first day of July in each year and end on the last day of June in the following year.

Section 3. - All persons elected at each annual meeting, as well as the directors appointed by the associations listed in Article V, Section 2, shall take office on the first day of July following their selection or appointment.

Section 4. - No expenditure of the funds of the Council shall be made except upon authorization of the Board, but the Treasurer shall have the power, without further action by the Board, to pay bills for obligations theretofore authorized by the Board within the limits of such authorization.

ARTICLE X
AMENDMENTS

Section 1. - These by-laws may be amended, altered, or repealed, in whole or part, at any meeting of the Members, by an affirmative vote of two thirds of the Members present, provided that the proposed amendment, alteration, or repealer shall be stated in full or in substance in the notice of the meeting.