

Newburgh Preservation Association

Newburgh, NY

Amended By-Laws

Adopted 10 June 2003

Article I – NAME

The name of the organization shall be the NEWBURGH PRESERVATION ASSOCIATION INCORPORATED (hereinafter referred to as NPA).

Article II – ARTICLES OF ORGANIZATION

The NPA is a nonprofit organization. Its articles of organization shall be comprised of the Certificate of Incorporation and the By-laws, as amended when deemed necessary.

Article III – OBJECTIVES

Newburgh Preservation Association rebuilds, preserves, and promotes the architectural heritage of Newburgh, New York.

Article IV – MEMBERSHIP

Section 1 – Definition and Term

- a. Anyone who so supports the goals and objectives of the NPA can become a supporting member by paying the annual membership dues.
- b. A supporting membership has a term of one year.

Section 2 – Benefits of Membership

- a. New members shall receive a membership packet, which will include a current information about NPA, committee activities, recent minutes, and a copy of the by-laws.
- b. Members who make contributions larger than the minimum dues will be acknowledged on the website and in annual reports (unless they request anonymity).

Section 3 - Dues

- a. The Board of Directors shall determine the base dues, and the public acknowledgements offered for larger contributions.
- b. The Board may (by a majority vote) waive dues for an individual for a given year.

Article V – COMMITTEES

- a. The regular work of the NPA is delegated to standing committees and task forces, which meet regularly to accomplish their designated tasks.
- b. Standing committees shall include, but are not limited to:
 - Organizational Visibility Committee
 - Restoration Committee
 - Funding Development Committee
 - Board & Volunteer Development Committee
 - Nominating Committee
- c. Task Forces include:
 - DRC Events
 - Friends of Old Town Cemetery
 - Newburgh for Newcomers
- d. Members are expected to participate regularly in the work of at least one committee or task force during each year.
- e. Each committee or task force shall elect a Chairperson, who will be responsible for leading the designated work and specifically the following tasks:
 - Schedule regular meetings
 - Report on activities to the Board of Directors
 - Make recommendations to the Board
 - Keep minutes of meetings
 - Keep attendance records and make them available to the Board upon request

Article VI – BOARD OF DIRECTORS AND OFFICERS

Section 1 – Board of Directors

- a. The Board of Directors shall consist of no less than 11, and no more than 21 Directors, including the four Officers.
- b. Directors must reside in the State of New York.
- c. All Directors shall serve 2 one-year terms or until their successors are elected and qualified, or until their death, resignation, incapacity to serve, or removal.
- d. The Board of Directors shall consist of two groups of approximately equal size, whose elections are staggered so that one group is elected each year.

Section 2 – Officers (Executive Committee)

- a. The Officers of the NPA, who together serve as the Executive Committee of the Board of Directors, shall consist of:
 - President
 - Vice President
 - Secretary
 - Treasurer

- b. The term of office shall be for one year.
- c. Terms shall be limited to three consecutive years.
- d. The Executive Committee is authorized to approve expenditures under an amount set by the full Board of the Directors.
- e. Two Officers must sign checks from the NPA account.
- f. In emergency situations where a full Board meeting cannot be convened, the Executive Committee shall act on behalf of the entire Board of Directors.
- g. The Executive Committee shall approve decisions regarding NPA grant applications, events, and publicity.
- h. The Executive Committee shall decide the agenda for Board meetings.

Section 3 – Elections

- a. The election of Board Members, including Officers and Officer-Designates, shall take place at the Annual General Meeting.
- b. A Nominating Committee, appointed by the current Board, will present nominations.
- c. Nominations for the next year's Officers are expected to be the past year's Officer-Designates, but the committee may propose candidates who were not "designates" the previous year. Nominations may also be accepted from the floor.
- d. Officers and other Board Members shall be elected by closed ballot by a simple majority of the members present. If only one candidate is nominated for an office, the President shall instruct the Secretary to cast a unanimous ballot for that candidate.
- e. Installation of newly elected Officers and Board Members will take place immediately.
- f. Anyone elected an Officer is automatically elected to the Board of Directors.

Section 4 – Vacancy and Ascendancy

- a. If the President leaves the office or cannot preside over a meeting, another Officer shall take charge, in the following order of succession:
 - Vice President
 - Secretary
 - Treasurer
- b. Vacancies in the office of Secretary or Treasurer that occur between elections shall be filled by Presidential appointment, with approval of the Board of Directors.
- c. In the event that the Vice President fills the position of the President, the Nominating Committee will immediately recommend a person to fill the position of Vice President until the next general election.

Section 5 – Duties of the Board of Directors

- a. The Board of Directors shall act as a steering committee for the organization.
- b. Directors are expected to attend all board meetings. Excused absences may be reported to any Board Member attending the meeting prior to roll call. Upon 3 unexcused consecutive absences, board membership will be forfeited. Vacancies in the Board of Directors shall be filled at the discretion of the Board.
- c. The Board shall submit an Annual Report, describing the previous year's activities and the next year's plans. The report shall be presented at the Annual General Meeting.

Section 6 – Powers of the Board of Directors

The Board of Directors shall:

- a. Act as a steering committee for the organization.
- b. Set the threshold amount below which the Executive Committee is empowered to approve expenditures.
- c. Approve expenditures over the threshold amount.
- d. Review and approve budgets as presented by the Executive Committee.
- e. Decide requests for the sponsorship of external events.
- f. Have the power to engage or dismiss staff and personnel.

Article VII – MEETINGS

Section 1 – Executive Committee Meetings

- The Executive Committee shall meet at least four (4) times each year.
- A quorum shall be a majority of the Officers.
- Voting shall be by majority of the quorum present.
- If a vote is required when a physical meeting cannot take place, Officers may be polled electronically.

Section 2 – Board Meetings

- The NPA will hold regularly a minimum of 6 meetings per year, to which all Board Members are invited.
- A quorum shall be a majority of the Board Members.
- Voting on routine business shall be by a majority of the Board Members present.

Section 3 - Annual General Meeting

- The NPA will hold an Annual General Meeting open to all members.
- The agenda for the Annual General Meeting shall include the election of the next year's Officers and Officers-Designate by a majority vote of the general membership.
- The Annual General Meeting shall take place in December.

Section 4 – Order of Business

The order of business at all NPA meetings shall be as follows:

1. Roll Call
2. Acceptance of minutes of previous meeting
3. Treasurer's report
4. Voting on Action Items
5. Reports
6. Announcements & Discussion

Article VIII– DISSOLUTION OF THE NPA

Upon the dissolution of the NPA, the unrestricted funds in the treasury shall be turned over to a local not-for-profit organization with similar objectives.

Article IX – AMENDING THE BY-LAWS

These By-laws can only be changed by a majority vote of the General Membership.