

AMENDED AND RESTATED BY-LAWS
OF THE
REALTY PLOT ASSOCIATION
OF THE CITY OF SCHENECTADY, NEW YORK

ARTICLE I
NAME

Section 1. Name.

The name of this organization shall be "The Realty Plot Association of the City of Schenectady, New York, Inc.," and sometimes referred to herein as the "Association."

Section 2. Office.

The principal office of the Association shall be at the home or business address of the current president of the Association, as he or she may direct, provided it be within the City of Schenectady, New York. The Association may also have offices at such other places within or without this state as the Board of Directors may from time to time determine or the business of the Association may require.

ARTICLE II
OBJECTIVES OF THE ASSOCIATION

Section 1. Objectives

The Association is concerned with all aspects of the neighborhood as they relate to the properties, residents and conditions of the Realty Plot Neighborhood (as such term is defined in Article III hereof). The Association may indulge in any and all lawful acts in furtherance of the following objectives, but shall not be limited to these specifics.

Relating to Property:

1. Preserve the architectural integrity of the Realty Plot Neighborhood.
2. Encourage preservation and restoration of Realty Plot Neighborhood buildings as opposed to their neglect and demolition.
3. Maintain and improve property and physical appearance.

Relating to Individuals:

1. Foster spirit of pride and individual obligation to Realty Plot Neighborhood.
2. Promote general welfare of members and people of Schenectady.
3. Encourage neighborly understanding among residents.
4. Foster communication, cooperation, friendship.
5. Implement programs to improve quality of life.

Relating to Conditions:

1. Monitor zoning enforcement and improvements.
2. Abatement of public nuisances.

3. Foster law enforcement or if objectionable -- encourage the amendment, change or repeal of laws.
4. Create a voice in civic matters affecting community.
5. Study problems of property owners and support solutions.
6. Develop solutions to neighborhood problems and needs.

Relating to History:

1. Research on the origin and nature of the Realty Plot Neighborhood.
2. Research, protect and promote public interest in buildings, monuments and sites by means of education.
3. Collect and preserve data and objects.
4. Publication of appropriate material.

Relating to Activities:

1. Provide representation before official boards or councils on matters affecting the Realty Plot Neighborhood or its residents.
2. Initiate or participate in litigation to support the Realty Plot Neighborhood 's interests.
3. Promote preservationist legislation.
4. Apply for and receive grants as appropriate.
5. Promote public awareness of preservation's value.

**ARTICLE III
MEMBERSHIP**

Section 1. Voting Members.

Subject to the requirements of Article 4, voting membership in the Association shall consist of resident owners in the Realty Plot Neighborhood. Co-owners shall be considered one membership unit and be entitled to one vote. Voting Membership is limited to resident owners of real property within the area of the Realty Plot Neighborhood as set forth below and as defined by the Historic District Ordinance of the City of Schenectady:

The A-2 Historic District shall be the area bounded on the north by the center line of Nott Street, and shown on the City's official map filed in the office of the City Planning Commission, beginning at a point at the intersection of the center lines of Nott Street and Lenox Road and thence continuing in an easterly direction to the intersection of the center lines of Nott Street and West Alley; thence continuing in a southerly direction along the center line of West Alley to a point at the intersection of the: center line of West Alley and the rear property line of the irregularly Shaped parcel at 1184 Rugby Road; thence continuing in a westerly direction along the rear property lines of properties numbered 1184, 1172, 1162, 1148, 1134, 1128, 1124 and 1120 Rugby Road to a point at the intersection of the rear property lines of properties known as 1120 Rugby Road and 111D Wendell Avenue; thence continuing in a northerly direction from that point along the rear property line of 1110 Wendell Avenue to a point at the intersection of the rear property line of 1110 Wendell Avenue and the side property line separating properties known as 1110 and 1130 Wendell Avenue; thence continuing in westerly direction along the side property line separating 1110 and 1130 Wendell Avenue to a point at the intersection of said property line and the center line of Union Avenue; thence continuing in a westerly direction to a point at the intersection of the center lines of Union Avenue and Lenox Road; thence continuing in a northerly direction along the center line of Lenox Road to the point of intersection of the center lines of Lenox Road and Nott Street.

Section 2. Non-Voting Members.

Non-voting membership shall be available to any persons wishing to become a member and who subscribe to the objectives of the Association.

**ARTICLE IV
DUES**

Section 1. General.

The membership dues of this Association shall be as established by the membership at the Annual Meeting (as such term is defined in Article V hereof). Annual Dues shall be payable at the Annual Meeting.

Section 2. Delinquency.

Failure of a voting member to pay any dues or assessments within three months after the same become due shall automatically cause the member to become a non-voting member of the Association. When such member's dues and assessments are brought current, such member shall be immediately restored to voting member status.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Composition.

The Board of Directors shall consist of nine (9) members. Any voting member in good standing shall be eligible to serve as director.

Section 2. Election of Directors .

The nine directors elected by the Association shall be divided into three sets of three directors each. Each set of directors shall serve for three years. At the first Annual Meeting, in order of business after the adoption of bylaws relating to the establishment of the Board of Directors, nine directors shall be elected, in sets of three each. The first set of three directors shall serve until the annual meeting in December 1982; the second set of three directors shall serve until the Annual Meeting, December 1983; and the third set of three directors shall serve until the Annual Meeting in December 1984. Thereafter, each set of three directors shall serve for a term of three years, and one set of three directors shall be elected at each Annual Meeting.

Section 3. Vacancy of Office.

Any office of directorship shall become vacant by resignation, suspension or expulsion from membership, the moving of the director from the Realty Plot Neighborhood, death, failure to elect at annual meeting or consecutive, unexcused absence from all meetings for six months. The months of July
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and August shall not be considered in the lapse of time between attendance at the meetings of the Board. Any vacancies so occurring may be filled for the unexpired term of office by a majority vote of the directors present at a regular meeting. If not so filled, then the vacancy may be filled by election of the membership at the Annual Meeting.

Section 4. Duties and Powers of Board of Directors.

- a) The Board of Directors shall conduct the business and promote the objects of the Association; employ staff and/or professionals duly authorized by the Board of Directors and to make any changes in the personnel of such staff.
- b) The Board of Directors shall hold an annual meeting of the Board of Directors and the membership (the "Annual Meeting") in October of each year for the purpose of receiving and auditing the annual reports of the Secretary and Treasurer, and to elect directors and officers for the ensuing year. The Board of Directors shall have power to contract, and pay all bills for the Association not provided for by annual budget, and to revise lists of membership from time to time.
- c) The Board of Directors shall have the power to drop, censure, suspend or expel from membership any member by a majority vote of all directors, in accordance with the provisions of the Certificate of Incorporation, the New York State Not-For-Profit Corporation Law, and these By-Laws. The Board of Directors shall have the power to remove any officer, from any position and for any reason, by a majority vote of all directors. The Board Directors may appoint a voting member to fill the unexpired term of any officer or director. The Board of Directors shall arrange for the election of the directors at the Annual Meeting.
- d) The Board of Directors shall have power to arrange for an executive committee of five members, with the President and Secretary ex-officio members, and may delegate to this executive committee any special or general duties of the Board of Directors. The Board of Directors may delegate to a committee of its members any special duty of the Board of Directors.
- e) The Board of Directors shall have the power to select liaisons to the Board of Directors from various governmental, community and private institutions that impact the Realty Plot Neighborhood, including, without limitation, liaisons from Union College and Ellis Hospital. Such liaisons will serve to foster better relationships and communication between the Association and such institutions.

Section 5. Regular Meetings of Board of Directors.

In addition to the Annual Meeting, there shall be a meeting of the Board of Directors held monthly thereafter.

Section 6. Special Meetings of Board of Directors.

A special meeting of the Board of Directors may be called at any time upon notice by the President, or upon demand of not less than five directors, served upon the Secretary.

Section 7. Quorum.

A quorum at a regular or special meeting of the Board of Directors shall be a majority of the total number of members of the Board of Directors at the time that the meeting is held, excluding vacancies.

Section 8. Action by Unanimous Written Consent Without Meeting.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting.

Section 9. Compensation.

No director shall receive any compensation from the Association for duties performed as a director.

Section 10. Participation.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a telephone or similar electronic communications means allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 1. Types of Officers.

The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may deem necessary, to be elected by ballot by the Board of Directors at the Annual Meeting. The officers shall hold office for one year, or until a successor is elected.

Section 2. Duties of the President.

The President shall call and preside at all meetings of the Association and Board of Directors, and shall perform all other duties usually incident to the office of a President. The President shall appoint the members of all committees provided by these By-Laws, and shall fill all vacancies occurring therein, and shall have the power to appoint any special committee as the occasion may arise and the members thereon, and the power to fill any vacancies in said special committee.

Section 3. Duties of the Vice President.

The Vice President shall, in the absence of the President, perform his or her duties. In the event of the office of the President becoming vacant because of death, resignation or otherwise, the Vice President shall become President without further action of the Association.

Section 4. Duties of Secretary.

The Secretary shall keep the minutes and records of the Association and perform the duties usual and incidental to the office and the duties that are required to be performed by law and by these By-Laws; and the duties that are properly assigned by the Board of Directors.

Section 5. Duties of the Treasurer.

The Treasurer shall see that all dues are collected; he or she shall keep a correct record of all moneys received, and from who received. He or she shall be the custodian of all moneys of the Association and shall be its disbursing officer and pay all bills incurred under Article IX approved by the Board of Directors. He or she shall make a report in writing at the Annual Meeting and file the same with the Secretary.

It shall be the duty of the Treasurer to keep a record of the names and addresses of the members and to prepare a report for the Annual Meeting of the whole amount of real and personal property owned by the Association, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition. The Treasurer shall also include in this report the names and places of residence of the persons, who have been admitted to membership in the Association during such year, which report shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

Section 6. Assistants.

The Board of Directors may appoint an Assistant Secretary and/or Assistant Treasurer to act in the absence or disability of the Secretary and/or Treasurer, and to assist those officers as and when directed.

Section 7. Appointments to Governmental Bodies

Recommendations for appointments to the Historic District Commission and any other governmental, or quasi-governmental agencies shall be ratified by the majority vote of the Board of Directors after being proposed by the President.

ARTICLE VII MEETINGS

Section 1. Annual Meeting.

Annual Meeting. There shall be an annual meeting of the membership and Board of Directors of the Association in October of each year for the election of three new directors and also directors for any unexpired terms of directors not filled by the Board of Directors, and for the transaction of such other business as may be brought before the Association.

Section 2. Special Meetings.

These may be called by the President at any time, by a majority of the Board of Directors, and shall also be called on the written request of ten voting members of the Association. Notice for such meetings shall contain a statement of the purpose for which such meeting is called.

Section 3. Notice.

At least five days prior to the holding of any regular or special meeting a notice shall be mailed or delivered to each member of the Association stating the time and place of such meeting.

Section 4. Quorum.

Fifteen members of the Association shall constitute a quorum.

Section 5. Proxies.

Voting members unable to attend a meeting may designate any other voting member to vote in their behalf. This designation must be in writing, signed by the absentee voting member, and provided to the President or Secretary.

ARTICLE VIII COMMITTEES

Section 1. Duties.

The function of committees shall be to investigate projects referred to them and to report as soon as possible. No committee shall have the power to take action committing the Association to the expenditure of money unless such is expressly granted by the Board of Directors.

Section 2. Nominating Committee.

The Nominating Committee shall consist of three members of the Association to be named by the President at least one month prior to the Annual Meeting. The committee shall recommend a slate of directors to replace those directors whose terms will expire at the Annual Meeting, and secure their respective consents to serve. If there are vacancies in directorships remaining unfilled lay the Board of Directors at the time of the appointment of this committee, then the Nominating Committee will also return with nominees for the unexpired terms.

Section 3. Finance Committee.

The Finance Committee shall consist of three members of the Board of Directors, and shall check and audit the accounts of the Treasurer or Assistant Treasurer at the end of each quarter, and file a report at the meeting of the Board of Directors. It shall also file an annual report at the Annual Meeting of the Association.

Section 4. Special Committees.

The President may appoint special committees from time to time at the direction of the Board of Directors, and designate their duties and the numbers of members from the Association and/or the Board of Directors.

Section 5. Resignation from Committee.

Any member of a committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by

the President or Secretary. The acceptance of a resignation shall not be made necessary to make it effective unless so specified therein.

Section 6. Quorum.

A majority of the members of a committee shall constitute a quorum. The act of a majority of the members of a committee present at any meeting at which a quorum is present shall be the act of such committee. The members of a committee shall act only as a committee, and the individual members thereof shall have no powers as such.

Section 7. Records.

Each committee shall keep a record of its acts and proceedings, and shall report the same to the Board of Directors when and as required by the Board of Directors.

**ARTICLE IX
FINANCIES**

Section 1. Funds.

All money received by the Association shall be placed in a general operating fund, and money designated for a specified purpose shall be separately identified and maintained for such purpose.

Section 2. Petty Expenses.

Petty expenses of administration shall be paid from the treasury with the approval of the President.

Section 3. General Appropriations

Appropriations not exceeding funds in the treasury may be made by a majority vote of the Board of Directors at any meeting.

Section 4. Appropriations in Excess of Treasury

All projects committing the Association or the members thereof to the expenditure of money in excess of money in the treasury shall receive a majority vote of all those present at the meeting at which the proposition is voted, and such projects shall be further ratified by the signatures of at least three-fourths of the voting members. Money so authorized shall be equally assessed against the membership and collected by the Treasurer.

Section 5. Banking Resolutions.

Banking resolutions shall be adopted from time to time by the Board of Directors authorizing the Association to open bank accounts, borrow funds and designating authorized signatories who shall

initially be: President and the Treasurer, as well as any other persons designated on resolutions adopted by the Association prior to the adoption of these By-Laws. In no event, shall a check made payable to any authorized signatory be signed only by such authorized signatory.

Section 6. Contracts.

The Board of Directors may authorize any officer, director or employee of the Association, in addition to any as authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

Section 7. Gifts.

The Board of Directors may accept on behalf of the Association and for the general benefit and purpose of the Association any contribution, gift, bequest, or devise.

Section 8. Solicitation.

The Board of Directors may solicit grants and contributions for any corporate purpose, and maintain a fund or funds of real or personal property for any corporate purposes.

Section 9. Fiscal Year.

The fiscal year of this Association shall be the calendar year.

ARTICLE X AMENDMENTS

Section 1. Amendment.

These By-Laws may be altered or amended by a two-thirds vote of the voting members present at any meeting, provided notice of the substance of such alteration or amendment has been given at least six days before such meeting.

Section 2. Notice.

On the written request of the President, a majority of the Board of Directors or of ten voting members of the Association filed with the Secretary, it shall become the duty of the Secretary to mail or deliver to each member of the Association a notice of any proposed amendment.

Section 3. Review.

These By-Laws shall be reviewed by the Board of Directors, at a minimum, every three (3) years.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court of the Judicial District of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII MISCELLANEOUS

Section 1. Publicity.

Interaction , on behalf of the Association, with the media shall be conducted by the President, or by a Director(s) or a member, as may be authorized by the Board of Directors.

Section 2. Membership List.

The Association's membership list may not be sold or used to solicit money. A member may request a list of members in writing by stating the purpose for such a list.

Section 3. Conflict of Interest.

The Board of Directors shall adopt a conflict of interest policy and all directors and officers shall abide by same.

Section 4. Indemnification.

The Association shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he/she is or was a director, officer or employee of the Association, against the reasonable expenses, including attorney's fees actually and necessarily incurred by him/her in connection with the defense of such action suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director, officer or employee is liable for misconduct in the performance of his/her duties. The Association may also reimburse to any such director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Association that such settlement be made and that such director, officer, or employee was not guilty of misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from the provisions of this Section 4. The provisions of this Section 4 will refer only to those instances wherein a director, officer or employee of the Association is made a defendant in any claim or legal action as a result of his/her legal relationship with the Association.

Section 5. Insurance.

The Association may maintain insurance, at its expense, to protect itself and those persons entitled to indemnification under Section 4 of this Article against such liability, cost or expense to the extent permitted by law.