

RIVERTON TENANTS ASSOCIATION BYLAWS

501(c)(3)A Not-for-Profit organization
pursuant to the Laws of the State of New York

ARTICLE I-- STATEMENT OF PURPOSE

The mission of the Riverton Tenants Association is to serve as the unified voice for the Tenants of the Riverton development regarding legal, financial, and policy matters that affect them collectively. Our objectives are to:

- Advocate for quality living conditions within the complex and the surrounding Harlem community.
- Advocate for the timely and efficient maintenance of the Riverton development's infrastructure and grounds, as well as the delivery of services.
- Serve as a tenant representative and liaison between the tenants and management's representatives, community organizations, and governmental agencies.
- Inspire neighborliness among tenants.
- Promote and facilitate participation in the Association by all tenants; and
- Ensure the election of officers through an open and fair process.

ARTICLE II-- NAME OF THE ASSOCIATION

The official name of the organization shall be the RIVERTON TENANTS ASSOCIATION, hereinafter referred to as the “RTA” or the “Association.”

ARTICLE III—GOVERNANCE

Section 1: Composition

1.1 The Executive Board shall govern the Association, hereinafter also referred to to as the “Board,” consisting of the elected officers (Chair, two Vice Chairs, Treasurer, Secretary, and two Sergeant-at-Arms, as well as two consultants appointed by the Chair with the consent of the officers.

1.2 As the chief governing body, the Board has the full power and authority to manage all matters of the Association, and to carry out the purpose of the Association as outlined in Article I.

1.3 Any action taken by the executive board that obligates the RTA with fiscal,

legal or policy commitments beyond three years shall be presented to the RTA membership for ratification at a special meeting called for that purpose, with a majority of votes of members present needed for approval.

Section 2: Removal and Vacancies

2.1 An officer may be removed from office for failure to carry out his/her duties as determined by a two-thirds (2/3) vote of a quorum of the Executive Board.

2.2 An officer shall be removed if they are deemed permanently absent. An officer shall be considered permanently absent upon death, resignation, or consecutive absences from either two general meetings or three Executive Board meetings.

2.3 Any vacancy that occurs among the officers before the expiration of the officer's term of office, whether due to resignation, permanent absence, or death shall be filled in the following manner for the remainder of the applicable officer's term.

(a) **Chair:** The 1st Vice Chair will succeed to serve as Chairperson for the duration of the existing term of the Chairperson upon the resignation, incapacity (including temporary absence or disability lasting three (3) months or more), or removal of the Chairperson. The 2nd Vice Chair will move into the 1st Vice Chair position upon the 1st Vice Chair's succession to the Chair position.

(b) **Treasurer, Secretary, Sergeant-at-Arms:** Nominations to fill any vacant position of Treasurer, Secretary, and Sergeant-at-Arms shall be solicited from the membership who has been an active participant as a volunteer.

Section 3: Meetings

3.1 The Executive Board shall meet monthly at such time and place as it may direct. Any member of the Board may call a special meeting after giving timely notice to all Executive Board members.

Section 4: Quorum

4.1 A majority of the Board officers shall constitute a quorum for the transaction of business at the Executive Board meetings.

Section 5: Reports

5.1 The Executive Board shall submit to the membership reports on all actions taken. Any action taken by the Executive Board becomes an act of the Association. If the Executive Board takes any action that the membership disagrees with, the act may be repealed at a special meeting called for that purpose pursuant to a request by the membership.

5.2 A quorum must be present at the meeting, and two-thirds (2/3) of the present members must vote in favor of the repeal.

ARTICLE IV -- MEMBERSHIP

Section 1: Eligibility

1.1 All adult tenants (over the age of 18) residing in a household with a current leaseholders at the Riverton development are members of the Association.

Section 2: Voting

2.1 Only two (2) adult tenant members of a household shall be voting members for the purpose of electing officers.

ARTICLE V- MEETINGS OF THE ASSOCIATION

Section 1: General Meetings

1.1 General membership meetings shall be held quarterly, i.e., four times a year.

The designated quarters are:

1st Quarter (January – March) [Budgetary proposals and event planning]

2nd Quarter (April – June)

3rd Quarter (July – September) [Election preliminaries]

4th Quarter (October – December) [Election results; Annual Mtg Reports]

1.2 A schedule of the Board's proposed agenda for the year will be presented at the 1st Quarterly meeting. Subsequent general meeting agenda notices designated by the Executive Board will be posted in each building and, to the extent possible, on the RTA website www.rivertontenants.org

Section 2: Special Meetings

2.1 The Executive Board may call a Special meeting for a specific purpose. A special meeting may also be requested in the form of a petition signed by 30 or more members. The petition must state the purpose of the meeting and address to the Secretary of the RTA. The Board will consider whether to grant the petition and make every effort to convey its decision to the petitioners within seven (7) business days.

2.2 Notice of the time and place of a special meeting shall be posted at least three (3) days and no more than seven (7) days before the meeting date.

Section 3: Quorum:

3.1 Except as otherwise provided in these bylaws, any meeting at which a vote of the membership is taken to approve an action shall require a quorum of 15 members and shall be decided by a majority of the votes cast.

3.2 Each member, as defined in Article III, section 1.1, shall be entitled to one (1) vote on all issues before the membership. No Proxy votes shall be permitted.

ARTICLE VI-- OFFICERS OF THE ASSOCIATION

Section 1: Composition

1.1 The officers of the Association shall be as follows: Chair, two (2) Vice Chairs, Treasurer, Recording Secretary, and two (2) Sergeant-at-Arms. Each officer shall be elected for (3) three-year term. No Member may serve more than two (2) consecutive terms in any one officer role for which such member was elected.

Section 2: Duties

2.1 The duties of the officers named in this Article, each of whom shall serve without compensation, are as follows:

2.2 The **Chair** shall:

- Be the principal officer of the Association, presiding at all meetings of the Association and the Executive Board.
- Be responsible, along with the other Board members, for setting the agenda, supervising the execution of all resolutions by the membership and the Executive Board,
- Make appointments to the standing and other committees,
- Conducting the business of the Association as is customary for this office.

2.3 The **Vice Chairs** shall:

- Assist the Chair in any duties the Chair assigns.
- Each Vice Chair is responsible, in whole or in part, for the supervision, coordination, and delivery of information to all buildings in the Riverton development.
- If directed by the Board, a Vice Chair may be assigned responsibility for a single or a group of buildings within the development.

2.4 The **Treasurer** shall:

- Be responsible for the receipt and custody of all Association monies and disbursements as authorized by the Executive Board.
- Maintain an accurate accounting of all monies received by the Association and deposit or cause to be deposited all such funds in the name of and to the credit of the Association in banks or institutions that the Federal Deposit Insurance Corporation insures;
- Prepare and present all financial reports and
- Be an *ex officio* member of any committee concerned with the Association's finances.

2.5 The **Secretary** shall:

- Be responsible for keeping a record of all correspondence of the Association, including notices of all general and special meetings, and
- Be responsible for taking attendance, presenting, and maintaining a record of the minutes of all meetings, including but not limited to Executive Board, general, and annual meetings, and ensuring that such meetings' minutes are accurately recorded in their absence.

2.6 The **Sergeant-at-Arms** shall:

- Act as Parliamentarian
- Assist the Board in maintaining order at all meetings

- Perform such other duties as may be assigned by the Chair.

ARTICLE VII – COMMITTEES

Section 1: Committee Establishment

The Executive Board may establish such committees as it deems appropriate.

Section 2: Standing Committees

The Standing Committees will include, but are not limited to, the following three (3) committees:

- **Event Committee:** responsible for creating a community events calendar. Coordinate the implementation of RTA-sponsored events as directed by the board.
- **Finance Committee:** reports to and is supervised by the Treasurer. It shall prepare and recommend an annual budget for adoption by the Executive Board; prepare and assist the treasurer in reporting at the Annual Meeting on the Association's fiscal state; and prepare such other reports as requested by the Executive Board.
- **Election Committee:** The Election Committee shall be responsible for conducting the Association's officer election in a fair and open process.

The Sergeant-at-Arms is an ex officio member of the Election Committee. *No other* sitting member of the Executive Board shall serve on the Election Committee. The Committee shall include at least two volunteers from the membership solicited from the floor at the general meeting preceding the scheduled election.

ARTICLE VIII – FINANCES

Section 1: Fiscal Year

1.1 The fiscal year of the Riverton Tenants' Association shall be from January 1 through December 31.

Section 2: Financial Management

2.1 All funds of the Association shall be deposited to the credit of the Riverton Tenants Association under such conditions and in such banks as the Executive Board designates. The Annual Report shall include full disclosure to the general membership of all banks holding any of the Association's monies.

2.2 No funds shall be expended without prior authorization from the Executive Board. Vouchers and/or receipts must be secured for all expenditures, and annual audit reports must be given to the membership. Checks for the expenditure of any Association funds must be signed by two (2) or more of the Treasurer and any other designated officer.

2.3 The Chair may sign checks if the treasurer is unavailable for 48 hours.

Section 3. Indemnification

3.1 The RTA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, volunteer, or employee of the RTA against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments reasonably incurred by or imposed upon such person in connection with a threatened pending or completed action, suit, or proceeding in which he or she may become involved because of his or her service in such a capacity.

3.2 Provided that no indemnification shall be provided for such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the RTA; and further, provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of members who are not at that time parties to the proceedings.

Section 4: Board Authorization and Plan of Dissolution

4.1 If the Executive Board dissolves the Association or the Association otherwise becomes insolvent, the Association shall develop and implement a plan in accordance with the 2018 Guidance Document of the Office of the New York State Attorney General's Charities Bureau: Voluntary Dissolution of Not-for-Profit Corporations with Assets or its successor document.

ARTICLE IX – CONFLICT OF INTEREST

Section 1: Conflict of Interest

1.1 For purposes of this provision, the term "interest" shall include personal interest, as director, officer, member, stockholder, shareholder, partner, manager, trustee, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall

mean any corporation, association, trust, partnership, limited liability entity, firm, person, or entity other than the RTA

1.2 Any office key employee or key volunteer who has a direct or indirect financial interest or a duality of interest in any matter coming before the Executive Board shall fully disclose the nature and extent of that interest to the board or general membership if such issues are before the membership for consideration.

1.3 An officer, key employee, or key volunteer with a conflict of interest shall abstain from voting on any matter in which their conflict exists and shall not participate in any discussion or lobbying related to that matter.

1.4 The board shall determine whether a conflict of interest exists and, if so, decide how to proceed in the best interest of the organization.

1.5 Any transaction in which an officer has a financial or personal interest shall be duly approved by members of the executive board who are not interested or connected, as determined to be in the best interests of the organization.

1.6 Payments to the interested officer shall be reasonable and not exceed fair market value.

1.7 The minutes of meetings at which such votes are taken shall record the disclosure, abstention, and rationale for approval.

ARTICLE X – ELECTION

Section 1: Election Committee

1.1 The Election Committee shall be responsible for the entire nomination/ election process, including but not limited to establishing the electoral dates.

1.2 Responsible for ensuring that all nominees for any offices are qualified as prescribed by the bylaws. Monitoring the election process, including counting and certifying the results of the election, in partnership with an outside Vendor.

1.3 Monitoring the election process, including counting and certifying the election results at the Annual Meeting held in the fourth quarter.

Section 2 Election Timeline

2.1 At least sixty (60) days before the scheduled election of officers, the Election Committee shall publish the election procedures for the election of officers.

2.2 All written nominations must be submitted at least 30 days before the scheduled election.

2.3 Nominations from the floor may be accepted at a general meeting or a special meeting called by the election committee for such purpose, no later than 30 days before a scheduled election.

2.4 Publishing the list of qualified candidates at least fourteen (14) days before the scheduled election date.

2.5 Election results must be certified by the election committee no later than 30 days before the 4th Quarter annual meeting. Election results will be announced at the Annual Meeting, held in the fourth quarter.

Section 3: Nominating and Election Results

1.1 Following the establishment of the electoral dates by the Election Committee, nominations may be submitted to the Committee.

1.2 Any voting member who has previously served at least one full term as an officer or an active member in a leadership role of an RTA committee for a minimum of 2 two years is eligible to be nominated for the office of Chair and Treasurer.

1.3 Any voting member who has been a tenant in the development for (2) years or more is eligible to be nominated for the office of Vice Chair, Secretary, or Sergeant-at-Arms.

1.4 Nominations for Chair and Treasurer shall be accepted in written form within 30 days before the scheduled election.

1.5 When there are no nominated candidates for an open position before a scheduled election, the election committee may accept from the floor at a

general meeting or special meeting called by the election committee for such purpose to fill the open seats.

1.6 For nomination and voting, all tenants must show proof of Riverton tenancy during the election period upon request by the Election Committee.

1.7 The election of the officers of the Association shall be determined by a plurality (for each office, whenever there are more than two (2) candidates for an office on the ballot) or by a majority of the votes cast.

1.8 The election committee is the sole and primary committee responsible for certifying the election results by these bylaws.

ARTICLE XI – RATIFICATION & AMENDMENTS

Section 1: Ratification

1.1 After the majority approval of the Executive Board, the bylaws shall be ratified by two-thirds (2/3) of the vote of the general membership present at the meeting.

Section 2: Bylaw Amendments and Standing Rules

2.1 Any proposed amendment(s) to these Bylaws must be submitted in writing to the Executive Board for approval before a regular membership meeting. If approved by the Board, the proposed amendment(s) shall be submitted to the membership for adoption. Adoption requires a two-thirds (2/3) vote of those present at the meeting, provided that the number present constitutes a quorum.

2.2 The RTA may develop and approve standing rules in accordance with these bylaws by a 2/3 majority of the executive board. Such rules shall be enforceable until modified or superseded by a majority of the membership at a regular meeting.

2.3 For this provision, the standing rules outline the procedures of the RTA that are not included in the bylaws and must not conflict with the bylaws.

2.4 No notice is required for consideration of standing rules; however, rules take effect 30 days after approval and must be published to the membership.

The bylaws were duly amended and voted on by the full membership on October 10, 1981.

These Bylaws were duly amended and voted on by the full membership at its Annual meeting on January 17, 2008.

These Bylaws were duly amended and voted on by the full membership at its Annual meeting held on Wednesday, September 28, 2011

These Bylaws were revised, voted on, and adopted by the full membership at its A general meeting was held on June 13, 2018.