

BYLAWS OF SECTOR 9

Article One: Offices

Section One: The Principle Office. The principle office of the **NBN Sector 9** in the State of New York shall be located in the City of Rochester, County of Monroe.

Article Two: Mission

Section One: Mission. NBN will serve as the Director of sector 9 and all resource agencies shall report to the sector as such. The sector duties are to serve the community and respond with guidance and support for its citizens. The sector will also give input to agencies as to the needs and concerns of the citizens and be involved on issues such as health, safety, and the quality of life. The sector will also chart a course so that the sector can be guided by the input of its citizens and not its resource vendors.

Article Three: Members

Section One: Classes of members. The NBN Sector 9 shall have unlimited membership. The qualifications and rights of the membership shall be as follows:

Section Two: Eligibility. Members should live in the community and or own a business in the sector. However, any citizen that is committed is welcome to serve in the sector.

Section Three: Leadership Council membership: Written commitment to serve NBN Sector 9 process (renewal every 18 months) in addition to attending 3 consecutive meetings to become an active member

❖ **See attachment**

Section Four: Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

❖ **See attachment**

Article Four: Executive/Leadership Council

Section One: General Powers. ***The Executive Council shall manage the affairs of NBN Sector 9. Utilize established sector and City processes to communicate issues and priorities to the Leadership council; review action plans and make recommendations for effectiveness and implementation; NBN project review before submission to Leadership Council; complete and review agenda for Leadership Council meetings; recommendations for new Leadership Council members***

Section Two: Number, Tenure, and Qualifications. The number of the ***Executive Council*** shall be (14.) ***Comprised of each committee chairperson and principle officers of the Sector.***

Section Three: Regular Meetings. There will be two annual board meetings, which all officers must attend with a written annual report of an update on activities. There will be regular committee meetings held as determined. The Sub Committee chairs must give a brief report of activities each month. The agenda should reflect time for this report; the length should not exceed 7 minutes.

Section Four: Absenteeism. Executive/Leadership Committee Members must notify the Chair when unable to attend a meeting at least 48 hours before a meeting.

Section Five: Adjournment. A majority of the members present whether or not a quorum is present may adjourn any meeting to another time and place. Notice of an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the *members* who were not present at the time of the adjournment.

Section Six: Quorum. A majority of the *executive/leadership council members* shall constitute a quorum for the transaction of business at any meeting of the council: 50% plus one. Any unique situation will call for the Chair to make a deciding vote.

Section Seven: Manner of Acting. The act of a majority of the *executive/leadership council* present at the meeting in which a quorum is present shall be the act of the council, unless law requires the act of a greater number.

Section Eight: Vacancies. A vacancy on the *executive/leadership* council shall exist upon the occurrence of any of the following:

- The death or resignation of any *executive/leadership* council member
- The declaration by resolution of the *executive/leadership* council of a vacancy in the office of any committee that has been declared of unsound mind by any order of the court, convicted of a felony or found by final judgment of any court to have breached a duty
- An increase in the authorized members by due amendment
- A vote of 4/5ths of the council to remove a member
- The resignation or termination of a Council member. However this provision shall apply only to an officer whose term of office coincides with the term of the appointing Council Member.

Section Nine: Resignation. Any members of the *executive/leadership* council may resign at any time by giving written notice to the sector council and to the chair or to the executive council. A resignation is effective upon receipt, unless the notice specified a later time.

Section Ten: Good Faith Duty. Each officer shall perform the duties of an officer in good faith in a manner such chair believes to be in the best interests of the sector and with such care including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. Except for improper self-dealing transactions, distributions, loans, and guaranties (governed appropriate by the appropriate sector code), no non-paid officer who performs his duties in accordance with the preceding standards shall have any liability based on the alleged failure to discharge a Director's obligations.

Article Five: Officers

Section One: Officers. The officers of the NBN Sector 9 shall be a chairperson, vice chairperson, secretary, treasurer, and a parliamentarian and other such officers as may be elected in accordance with the provisions of this article.

Section Two: Election and Terms of Office. A quorum of at least 50% plus one of the eligible voting members will be necessary to have an election. Any unique situation will call for the chair to make a deciding vote.

Each nominee shall be given a number that will represent that person and each voter will write the name of his/her choice and submit the ballot. The nominee with the most votes will be selected for that position. Newly elected officers will take office after thirty days of being elected. Elections may take place when due. Nominees must live in the community and or own a business in the sector; however,

any citizen that is committed is welcome to serve in the sector. After the first year, these officers shall be evaluated according to progress and or conduct.

Section Three: Chairperson. The Chairperson shall be the Chief Executive Officer of the sector. He or she shall preside at all meetings of the council. He or she may sign and execute in the name of the sector, any instrument duly authorized by the Sector 9, and generally shall perform all duties incident to the office of chairperson.

❖ **See attachment**

Section Four: The position for the Chair of the sector will run for **four years** at the end of which a new chair shall be elected. The ex-chair will be eligible after 1-term abstention to be nominated again unless the Leadership council decides otherwise.

Section Five: Vice-Chairperson. At the request of the chairperson, or in the case of his or her absence or unavailability, the vice chair person shall perform all the duties of the chairperson and when so acting, he or she shall have the power of the chairperson and be subject to all restrictions of the chair person. In addition, the vice chairperson shall perform all duties assigned to him or her by the chairperson or the council in furtherance of the sector.

❖ **See attachment**

Section Six: The position of the Vice-chairperson shall serve a **four**-year term, but can be re-nominated after each term.

Section Seven: Secretary. The secretary shall:

- Keep in the office of the sector the bylaws and all amendments
- Keep in the office of the sector or at any such place in which the council shall order a book of the minutes of all meetings and the actions of the NBN Sector 9
- See that all notices of meetings both regular and special are given in accordance with the provisions of these bylaws
- In general, perform all duties of the office of Secretary and such other duties as by directed by the executive council and or Chairperson

❖ **See attachment**

Section Eight: The secretary shall serve a term of **four** years but can be re-nominated after each term.

Section Nine: Treasurer. The treasurer, who is the chief financial officer, shall also keep and maintain adequate and correct books and accounts of the sector's properties and transactions **in coordination with the fiduciary**. The books of account shall be open to inspection by any two **executive council** members at all reasonable times. These reports include the annual report and statements of loans, indemnifications, and self-dealing transactions. The treasurer shall monitor **the** deposit all money and other valuables in the name and the credit of the sector. He or she shall render to the **sector** chair and the **executive committee** when requested an account of all transactions as Treasurer and of the financial condition of **Sector 9**, and shall have other powers and perform other such duties as the **executive committee** and chairperson prescribe. If required by the **executive committee**, the treasurer and **fiduciary** shall give the sector a bond in the amount and with the surety or sureties specified by the **executive council** for faithful performance of the duties of the office and to restoration to the corporation of all of its books, papers vouchers, money, and other property of every kind in the possession or under control of the treasurer on his or her death, resignation, retirement, or removal from office.

❖ **See attachment**

Section Ten: The treasurer will serve a four- year term, but can be re-nominated after each term.

Section Eleven: **Any decision or actions taken** where an expense of sector funds is contemplated shall be subject to review by the **executive council (?)** at its discretion by a majority affirmative vote and may be overruled by a majority vote of that body.

Section Twelve: Parliamentarian. During a meeting the work of the Parliamentarian should be limited to giving advice to the chairperson and when requested to any other members. It is also the duty of the Parliamentarian, as inconspicuously as possible to call the attention of the chair to any error in the proceedings that may affect the substantive rights of any member or may otherwise do harm. In advising the chair, the Parliamentarian should not wait until asked for advice. Only on the most involved matters should the Parliamentarian actually be called upon to speak to the assembly. The Parliamentarian for the sector should follow the Robert's Rules of Order.

Section Thirteen: The Parliamentarian shall serve a term of two- years and shall be eligible for re - election at the expiration of the serving term.

Article Six: Committees

Section One: Committees. The **leadership council** by resolution may adopt committees, each of which shall consist of **committee chair and three or more members. Annually the executive council shall review and make a performance assessment and at that time will make any further recommendations**

❖ **See attachment**

Article Seven: Grievances

Section One: Grievances. Any grievances with sector nine should be forwarded in writing to the secretary to present to the **executive council**. The **executive council** will be responsible for presenting such grievances to the **leadership council**. The executive council shall be responsible to determine sanctions or the next course of action.