

BYLAWS

of

The South Central/ Southwest Steuben Champion Community Association

ARTICLE I

General Purposes

The purpose of the South Central/ Southwest Steuben Champion Community Association is to promote and improve quality of life for all residents through sustainable community and economic development; to create an environment wherein all citizens are encouraged to participate in the initiative of building a healthy community through vision, strategies, partnerships, and shared commitment to action; and to achieve lasting improvements in community life that are sustained through local initiative. The organization shall operate on a non-profit basis.

ARTICLE II

Name

The name of this organization is South Central/ Southwest Steuben Champion Community Association, (hereafter referred to as the Champion Community).

ARTICLE III

Membership

Membership is available to all residents of the census tracts identified in the Round I Empowerment Zone application submitted by the Champion Community to the United States Department of Agriculture. The Champion Community will not discriminate on the basis of race, color, national origin, gender, religion, age, disability, political belief, sexual orientation, and marital or family status.

ARTICLE IV

Meetings of Members

Section 1. The annual meeting of the members of Champion Community shall be held at the Addison Community Center, at 7 o'clock p.m., on the third Thursday in the month of January of each year, if not a Sunday or legal holiday, or if a Sunday or legal holiday on the next business day following. The place, day, and time of the annual meeting may be changed to any other convenient place, day, and time in the designated area of the Champion Community by the board of directors giving public notice thereof to residents not less than ten (10) days in advance of the meeting.

Section 2. Special meetings of the members may be called at any time by the action of the board of directors and such meetings must be called whenever a petition requesting such meetings is signed by at least one (1.0%) percent of the members and presented to the secretary or to the board of directors. The purpose of every special meeting shall be stated in the notice thereof, and no business shall be transacted thereat except such as is specified in the notice.

Section 3. Notice of meetings of members of the Champion Community, both regular and special, shall be given by public notice using local newspapers and/or other widely disseminated media, not less than ten (10) nor more than forty (40) days prior to such meeting. Such a notice shall state the nature, time, place and purpose of the meeting.

Section 4. 51% of the members present at a properly called meeting shall constitute a quorum.

Section 5. Each municipality appoints one voting member to the Champion Community Board of Directors, according to the regulations of that municipality. Each municipality also appoints one alternate.

ARTICLE V

Directors and Officers

Section 1. The initial board of directors of this Champion Community shall consist of eight (8) persons selected from the participating municipalities in the Champion Community. The initial board of directors shall serve until the first annual meeting of the members and until their successors are elected. At the first annual meeting of the members, each municipality will present its appointed board member. At each annual meeting thereafter, the municipality shall appoint a representative for a term of one year. Each director shall hold office for the term for which appointed and until a successor shall have been appointed.

Section 2. At the annual meeting the board of directors shall elect a president and vice-president from among themselves and secretary-treasurer from the appointed board of directors, each of whom shall hold office until the next annual meeting and until the election and qualification of a successor unless sooner removed by death, resignation, or for cause.

Section 3. If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, except by removal from office, a majority of the remaining directors, shall by a majority vote, choose a successor who shall hold office until the next regular meeting of the members of the Champion Community, at which time the members shall elect a director for the unexpired term or terms.

Section 4. 51% of the board of directors shall constitute a quorum at any meeting of the board. The affirmative vote of the majority of the entire Board of Directors at a meeting at which a quorum is present shall be the act of the board.

Section 5. Directors and officers shall receive no compensation for their services.

Section 6. Officers and directors may be removed from office in the following manner: Any member, officer, or director may present charges against a director or officer by filing them in writing with the secretary of the Champion Community. If presented by a member, the charges must be accompanied by a petition signed by one (1.0%) percent of the members of the Champion Community. Such removal shall be voted on at the next regular or special meeting of the members and shall be effective if approved by a vote of a majority of those voting. The director or officer against whom such charges have been presented shall be informed, in writing, of such charges at least ten days prior to the meeting, and shall have the opportunity at such meeting to be heard in person or by counsel and to present witnesses; and the person or persons presenting such charges shall have the same opportunity. If the removal of a director is approved, such action shall also vacate any other office held by the removed director in the Champion Community. A vacancy in the board thus created shall immediately be filled by a vote of a majority of the members present and voting at such meeting. A vacancy in any office thus created shall be filled by the board of directors from among their number so constituted after the vacancy in the board has been filled.

ARTICLE VI

Duties of Directors

Section 1. The board of directors, subject to restrictions and responsibilities of law, these bylaws, and the MEMORANDUM OF AGREEMENT TO CREATE SOUTH CENTRAL/ SOUTHWEST STEUBEN AS A CHAMPION COMMUNITY IN THE STATE OF NEW YORK, shall exercise all of the powers of the Champion Community. The initial task of the board of directors will be to oversee the development of a final strategic plan and initial benchmarks (action plans) for their Champion Community. Thereafter, the board of directors is to be responsible for overseeing the maintenance of the Champion Community strategic plan and benchmarks as current living documents created and sustained through a “bottom up” membership driven community empowerment initiative.

Section 2. No member of the Board of Directors of this association shall be personally liable for the actions of this association nor shall the municipalities which comprise the South Central/ Southwest Steuben Champion Community Association be held liable in any manner whatsoever for the actions of the Board of Directors.

ARTICLE VII

Duties of Officers

Section 1. Duties of President. The President shall preside over all meetings of the Champion Community and the board of directors, call special meetings of the board of directors, perform all acts and duties usually performed by an executive and presiding officer. The President shall perform such other duties as may be prescribed by the board of directors.

Section 2. Duties of the Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties of the President; provided, however, that in case of death, resignation, or disability of the President, the board of directors may declare the office vacant and elect a successor.

Section 3. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall keep a complete record of all meetings of the Champion Community and of the board of directors and shall have general charge and supervision of the books and records of the Champion Community. The Secretary-Treasurer shall attest the President's signature on papers pertaining to the Champion Community unless otherwise directed by the board of directors. The Secretary-Treasurer shall serve, mail, or deliver all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting or at such other time or times as the board of directors may require. Upon the election of a successor, the Secretary-Treasurer shall turn over to the successor all books and other property belonging to the Champion Community that the Secretary Treasurer may possess. The Secretary-Treasurer shall also perform such duties with respect to the finances of the organization as may be prescribed by the board of directors.

ARTICLE VIII

Committees

The Board, by resolution adopted by a majority of the Directors in office, may create committees to assist the Directors in performing their duties. Each committee shall consist of one or more Directors along with other members of the Champion Community as necessary to assure community-wide representation for the designated committee function. Committee meetings shall be open to the public. Written minutes shall be maintained and activity reports presented at each regularly scheduled board meeting.

ARTICLE IX

Benefits and Duties of Members

Members of the Champion Community are expected to participate by making decisions about the implementation of the strategic plan; doing the work needed to make the plan a success; assessing progress in meeting the plan's goals; and approving changes to the plan based on experience in carrying it out. Champion Community members should expect the board of directors, or other organization charged by the board of directors with the leadership role in implementing the community's plan, to take the following actions to involve community members:

- Make sure community residents have a major voice in decisions about the plan by serving on governing boards and committees;
- Establishing rules and procedures that encourage and assure community participation in decisions and in the work of carrying out the Champion Community strategic plan;
- Making its actions public through frequent reports, press stories, and public notices;
- Holding regular public meetings and seeking community input before all major decisions.

ARTICLE X

Amendments

These bylaws may be repealed or amended by a vote of the majority of the board members present at any regular meeting having quorum of the South Central/ Southwest Steuben Champion Community Association, or at any special meeting having quorum called for that purpose. Any changes of the by-laws will be presented at a board meeting and voted on at a subsequent board meeting.

ARTICLE XI

Dissolution

Section 1. The Board of Directors may dissolve the association at any regular or special meeting according to the Article V, Section 4 of these by-laws.

Section 2. The Board of Directors shall give public notice of any meeting at which dissolution will be proposed. The notice shall be in accordance with Article IX of these by-laws and must also state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the association.

We certify that the foregoing bylaws were duly adopted by the members on _____, 200_, that the same are in full force.

Secretary-Treasurer

President