

Article I: Name of Organization

The name of the corporation is the Marcus Garvey Park Alliance (MGPA).

Article II: General Powers and Responsibilities of the Board of Directors

Section 1.1: General Powers

The affairs of the Corporation shall be managed by its Board of Directors who shall have control of and be responsible for the management and upkeep of the affairs and property of the Corporation.

Section 1.2: Number, Tenure, Requirements, and Qualifications

1. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) including the following officers: President, Secretary, and Treasurer. If there are more than three (3) Directors, the role of Vice-President can also be filled.
2. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board is present, as outlined in these bylaws.
3. To demonstrate our commitment to our mission and to reach our fundraising goal, board members agree that they must first make a gift or raise funds themselves in support of general operation support. This policy is intended to ensure that every board member supports MGPA with an annual donation. Board giving is distinct and in addition to attending special events, buying tickets, or otherwise participating in the organizations activities. The Board will mutually agree upon and set a board-giving goal as part of the annual budget approval process.
4. Board members are required to attend, to the best of their ability, the quarterly Full Board meetings. In addition, they are required, to attend, to the best of their ability all meetings that are called by any Sub-Committees chairs on which they may belong. It is also essential that Board members make strong efforts to attend public events hosted by the Alliance and offer support where possible. When possible, Board members are expected to assist in any setup, breakdown, and management of events.
5. If during an emergency situation, a Board member may participate at a meeting via conference call given as much advance notice as possible. This will count toward quorum.
6. All members of the Board of Directors are required to serve on no less than one (1) sub-committee, as defined within these bylaws.
7. Directors shall be elected at the annual meeting of the Board of Directors by majority vote and may succeed themselves in office. Thereafter, the term of office of each Director shall be until the close of the election of Directors at the next succeeding annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. Vacancies occurring on the Board of Directors for any reason may be filled by the vote of a majority of the Directors then in office, whether or not a quorum.

Section 1.3: Regular and Annual Meetings

Regular meetings shall be held quarterly in the months of March, June, September, and December, typically on the first Tuesday of the month. Exact dates and times for the quarterly meetings will be set and disclosed at the start of every fiscal year (beginning January 1). Changes to the schedule are permitted at the discretion of the Executive Committee, but must follow the guidelines of Notice as outlined in Section 1.5 as overseen by the Secretary of the Board.

An annual meeting of the Board of Directors shall be held during the March meeting.

Section 1.4: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 1.5: Notice

Notice of any special meeting of the Board of Directors shall be given at least twenty-one (21) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Notice of any rescheduled quarterly meeting of the Board of Directors shall be given at least twenty-one (21) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice.

The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than twenty-one (21) days, prior to the meeting date.

Section 1.6: Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 1.7: Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 1.8: Compensation

The corporation may pay its officers, agents, and employees compensation commensurate with their services, and reimbursement for expenses incurred in the performance of their duties. The amount of salary or reimbursement paid to each officer shall be fixed by action of the Executive Committee, with approval by the full board of directors.

Section 1.9: Removal and Resignation

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Trustees if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Additionally, members of the Board of Directors may leave the Board at any time and for any reason.

Section 1.10: Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, with exception of anything outlined in these bylaws.

Regarding the renewal of terms or for candidates for the Executive Committee, vote shall be conducted by anonymous paper ballot. Board members are welcome, but not required to disclose their vote to the full Board of Directors.

Section 1.11: Attendance

Members of the Board of Directors are required to attend every quarterly meeting to the best of their abilities. Should any member miss two consecutive meetings in any fiscal year, they will be asked to leave and forfeit as a member of the Board of Directors. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office as well.

Section 1.12 Leave of Absence

If for whatever reason a member of the Board of Directors cannot regularly attend meetings and/or cannot fulfill their obligations to the Board, they may request a temporary leave of absence, pending approval by the full Board. Directors are encouraged and can be asked to take a leave of absence if their actions are in direct conflict with the mission of the corporation or the Conflict of Interest clause as defined in these bylaws. If necessary, the full Board of Directors has authority to appoint an interim representative by majority vote to fulfill the role of the individual requesting a leave of absence understanding that they are subject to the requirements and regulations as set herein these bylaws.

Article 2: Committees

Section 2.1: Creation

The Board of Directors, by resolution adopted by a majority of the entire board, from time to time may designate from among its members such standing committees, each consisting of at least one Director, as the business of the Corporation may require and delegate such authority to such committees as the Board of Directors may deem appropriate as allowed by applicable law. In addition, the Board of Directors may create such special committees of the board as it may deem desirable, the members of which shall be appointed by the board from among its members. Committees of the Corporation, if any, may be established by the Board of Directors and the members thereof elected in the same manner as officers of the Corporation.

Section 2.2: Invitation to a Committee

Committees have the right to invite members to their Committee who are not members of the Board of Directors but possess qualities, skills, or resources that are relevant to the mission of the committee.. While these individuals are welcome to participate as a full-voting member of their assigned Committee, they do not have the right of a vote or say in matters as pertains to the full Board. They are welcome to attend full Board meetings if topics relevant to their committee shall be discussed and/or their expertise and/or interest is relevant to the topics that will be discussed. These individuals understand that if they do attend the full Board meeting, they will be present in an ex-officio capacity and will not have the right to a vote on any matters.

Section 2.3: Procedure of Committee

Each member of a committee shall serve at the pleasure of the Board of Directors. The Board of Directors may appoint alternate members of any committee to act as substitutes for any absent member at meetings of such committee. If there shall be a vacancy in any committee, such vacancy may be filled by the Board of Directors. Except as otherwise provided by these bylaws, or by the Board of Directors, each committee shall determine its own rules of procedure and elect its own chairman.

Section 2.4: Chairmanship

The chairman of any subcommittee must also be a member of the Board of Directors.

Section 2.5: Records and Minutes

Each committee shall keep records of its proceedings and report the same from time to time to the Board of Directors.

Section 2.6: Submission of Financial requests and Reports

All Committees are responsible for raising the funds that they need to support their endeavors and the mission of their committee. All committees are required to submit a projected budget report to the Treasurer and Executive Committee no fewer than twenty-one (21) days in advance of any expenses incurred. Adjustments to projected expenses may be approved at the discretion of the Treasurer and the Board of Directors. Following any expenses as related to the actions of the committee, committee members must submit a final budget report for review and approval of the Treasurer and Executive Committee.

If Committees incur expenses that were not previously approved by the Treasurer and Executive Committee, committee members understand that these expenses are made at his/her own expense.

Article III: Executive Committee

Section 3.1: Executive Authority

The officers of the Board of Directors shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors. All decisions and considerations made by the Executive Committee shall be presented to the full Board of Directors at the next regularly-scheduled quarterly meeting or at a special meeting for formal approval and consent.

Section 3.2: President

The President shall preside at all meetings of the membership. The President shall have the following duties:

1. He/She shall preside at all meetings of the Executive Committee.
2. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
3. He/She shall be Ex-officio member of all standing committees, unless otherwise appointed as chairman of that subcommittee, and shall have the power and duties usually vested in the office of the President.
4. He/She may appoint the Vice-President to serve in his/her place as ex-officio members of any standing committee.

Section 3.3: Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President may be asked to oversee and be in charge of any special projects or committees at the request of the President.

Additionally, he/she will be responsible for organizing and executing the mandated public meetings, as outlined in Article VIII of these bylaws.

Section 3.4: Secretary

The Secretary shall attend all meetings of the Executive Committee, and all meetings of members and will act as a clerk thereof. The Secretary's duties shall consist of:

1. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Executive Committee shall facilitate all meetings of the Executive Committee and Full Board meetings, including the annual meeting of the organization
2. He/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
3. He/She shall perform all official correspondence from the Executive Committee as may be prescribed by the Executive Committee or the President.
4. He/She shall circulate minutes to all Board members and related parties in a timely manner following each meeting and at the direct request of the President.
5. He/She shall circulate, to the best of his/her ability, monthly reports that summarize the actions of the committees, the Executive Committee, the budget, and the schedule of upcoming events and grants, and any other information that he/she finds to be of relevance.

Section 3.5: Treasurer

The Treasurer's duties shall be:

1. He/She shall submit for the approval of all expenditures of funds raised by the Board, proposed capital expenditures (equipment and furniture) , by the staff of the agency.
2. He/She shall present a complete and accurate report of the finances raised by this Board at each quarterly meeting of the Directors, or at any other time upon request by the President, or his/her designee. He/She will also, to the best of his/her ability, circulate the financial report in advance of the quarterly meetings.
3. He/She shall have the right of inspection of the funds for any committee or group therein, including budgets and subsequent audit reports.
4. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
5. He/She shall perform such other duties as may be prescribed by the Executive Committee or the President under whose supervision he/she shall be.
6. He/She shall review, approve, and/or contest any expenses submitted for review by any committee.
7. He/She will present the projected budget for the next fiscal year during the regularly-scheduled, or specially scheduled end-of-year meeting.

Section 3.6: Voting

When tasked with matters of voting, all of the Executive Committee must be present. When matters involving one or more members of the Executive Committee is presented for a vote to the Committee, those involved will recuse themselves and/or be asked to recuse themselves of any votes related to the matter. If ever there arises a tie of votes among the Executive Committee, a special meeting of the full Board of Directors will be called to break a tie. Or votes will be cast via email or in writing and submitted to the Secretary.

Section 3.7: Term Renewal

All officers in the Executive Committee must be voted in annually at the annual meeting in March through a majority vote of the full Board of Directors, or quorum.

Section 3.8: Qualifications for Candidacy and Appointments

Should any member of the Board of Directors wish to present themselves as a candidate for a position in the Executive Committee, they must inform the Secretary no less than thirty (30) days prior to the annual meeting. In order to run for a position in the Executive Committee, candidates must be a member of the Board of Directors for no less than one full year. Candidates must also show outstanding leadership and commitment to the Board, evident by having not missed any quarterly meetings in the past year. Exemptions are permitted at the discretion of the full Board of Directors.

Section 3.9 Executive Meetings

In addition to the quarterly full Board meetings, members of the Executive Committee are required to attend no less than four (4) Executive meetings. These meetings will be called at the discretion of the President, or his/her designee. Notice will be given of this meeting as outlined and required in Section 1.5 of these bylaws.

Article IV: Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

Article V: Amendments

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director no fewer than thirty (30) days prior to voting at the meetings of directors.

Article VI: Indemnification

The Corporation shall indemnify each director and officer (or if deceased, his or her personal representatives), and the Corporation may advance his or her expenses, in the manner and to the full extent authorized or permitted under not-for-profit corporation Law of the State of New York, and, except as restricted by law, the Corporation may provide additional indemnification pursuant to agreement, action of the Board of Directors, provision of these bylaws or otherwise.

Article VII: Conflict of Interest

No Director shall be an officer, director, trustee, owner (either as a sole proprietor or partner), shareholder or members with a five percent or greater interest in all outstanding voting or equity interests, employee or agent of any company or business venture (or any affiliate thereof) which has entered, or might reasonably in the future enter, into a relationship or a transaction with the corporation unless the Director shall have disclosed such relationship to the Board of Directors, by written disclosure to the President, promptly upon learning of the relationship between the Corporation and such other company or venture. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict and, after answering any questions posed by the other Directors, shall withdraw from the meeting for so long as the matter shall continue under discussion and shall abstain from all voting with respect to such matter (provided, however, that such Director may execute a written consent to such action if unanimity is required for such action to be authorized). The affected Director may be counted to establish a quorum for a meeting at which an action in which such Director has an interest is being considered.

Our full conflict of interest policy is attached as Amendment 1 of these bylaws.

Article VIII: Public Meetings and Communication

The Board of Directors shall organize and hold no less than one (1) one public meeting per year. These meetings are held with the intention to increase transparency between the Board of Directors and the public it serves as well as to offer an opportunity for people to express input.

Article IX: Fiscal Year

The fiscal year of the corporation shall be from January 1 through December 31.

Article X: Adoption of Bylaws

We, the undersigned, are all of the Board of Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these 8 pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 23rd day of January, 2018.