

MANHATTAN PLAZA TENANTS' ASSOCIATION
Constitution and By-laws
March 13, 2017

ARTICLE I
General Provisions

- 1.1 Name: The name of this organization shall be the Manhattan Plaza Tenants' Association (hereinafter the MPTA).
- 1.2 Purpose and Powers: The MPTA is hereby formed so that all its members can work together for their common good, including the protection of the rights of Manhattan Plaza tenants and the provision of an organization through which said tenants can jointly address issues of mutual concerns. The MPTA shall have all the powers and privileges granted incorporated nonprofit associations under the laws of the state of New York.

ARTICLE II
Membership

- 2.1 Eligibility for Membership: All tenants over eighteen (18) are members of the MPTA and may attend Membership Meetings.
- 2.2 Voting by Members: Members shall have one vote each which shall be cast according to the provisions of this Constitution and By-Laws.
- 2.3 Monthly Meetings: The MPTA shall meet once each month, preferably on the second Monday, at a time and location selected by the presiding officer or the Executive Committee. The presiding officer or the Executive Committee may also postpone meetings of the MPTA if deemed necessary.
- 2.4 Attendance at MPTA Meetings: Any members of the MPTA may attend the monthly meetings.
- 2.5 Meeting Procedures: All meetings of the MPTA shall be conducted according to Robert's Rules of Order.
- 2.6 Special Meetings: Special meetings of the MPTA shall be held upon the call of the President, the Executive Committee or one-third of the voting members present and voting at the time of such decision. At least one day's notice shall be given of any special meeting of the MPTA.

- 2.7 Voting Procedures: All actions of the MPTA shall be taken as voted upon by a majority of those present and voting unless otherwise specified. No person shall have more than one vote in the MPTA. Members may vote on any motion at any meeting.
- 2.7a Quorum: The membership shall take no action unless a quorum is present. A quorum shall be fifteen (15) members present. For election of officers, recall of officers, amending the Constitution and By-Laws, and expenditure of funds, a quorum shall be fifteen (15) members present and eligible to vote on these matters as in Voting Procedures.
- 2.8 Officers of the MPTA: The MPTA shall elect the following officers to conduct its meetings and represent the MPTA as directed by the Membership: President, Vice President, Second Vice President, Third Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. The officers shall be elected by a majority of the members present and voting at the time of the election, which shall be the December MPTA meeting. Nominations will be made at the preceding meeting, usually in November. The current officers shall hold office and the duties thereof until replaced by the new officers elected. The President shall be entitled to one vote to be cast only in the case of a deadlock in voting.
- 2.8a Recall of an Officer: The Executive Committee can recommend the recall of an officer to the Membership. Likewise, any member may request that the Executive Committee institute a vote of recall against a particular officer. The Executive Committee will notify the officer in question in writing in a verifiable manner as to the reasons for the proposed recall. This will be done immediately following the Executive Committee meeting and at least one week prior to the next General Meeting at which the motion of recall is to be made. The motion will be discussed at the next two monthly membership meetings. A vote on the motion will be taken only at the close of that second period of discussion. The motion must be passed by two-thirds of the members present and voting. Any proposed recall of an officer must be disseminated to the tenant body prior to the first discussion. (The office, but not the name of the individual, may be identified in such dissemination.) Verifiable notification of the outcome of the vote will then be sent to the officer in question.
- 2.8b Office Becomes Vacant During Term: In the event that an office becomes vacant during the period for which an officer was elected, an election should take place at the next General Membership Meeting.
- 2.8c No Candidate For Office: In the event that there is no candidate for a particular office at the annual election, an election should take place at the next General Membership Meeting.

- 2.9 Committees: Creation of committees for the purpose of supporting the interests and activities of the MPTA may be proposed by the membership and/or the Executive Committee. Such committee creation and appointment must be announced at an MPTA Membership Meeting where members may express interest in joining the committee. The final make-up of the committee will be voted upon and confirmed by a majority vote of the members present. The President of the MPTA shall be an ex-officio member of all committees.
- 2.9a Committee Chairperson: The President or his/her representative shall call the first meeting of a Committee, at which time a Chairperson and Vice Chairperson shall be elected by each new Committee. The Vice Chairperson shall act as Chairperson at the request of, or in the absence of, the Chairperson.
- 2.9b Termination of a Committee: When a committee has completed its task, the MPTA President will request, at the next Membership Meeting, that the committee be dissolved. If the membership approves the termination by majority vote, the committee will be so declared.
- 2.10 *(Intentionally left blank)*
- 2.11 Other Groups: There shall be organized groups within Manhattan Plaza to represent special interests not elsewhere enumerated herein, with which the MPTA shall cooperate as requested or needed insofar as practicable.
- 2.12 Funds: Annual suggested tenant contribution shall be ten dollars (\$10.00) per calendar year for members under sixty-five (65) years of age; members sixty-five (65) years of age and over may pay five dollars (\$5.00). If further funds are needed by the MPTA, they shall be raised by voluntary contributions and/or special performances or other projects.
- 2.13 The Legal/Opt-Out Defense Fund: The fund previously known as the “Legal Fund” is now referred to as the Legal/Opt-Out Defense Fund. This fund exists, and is designated to be primarily used, in the event of an opt-out by Manhattan Plaza from the HUD Section 8 or Mitchell Lama programs. However, since the Manhattan Plaza Tenants Association’s (MPTA) Executive Committee may need to seek legal counsel from time to time on other less dramatic issues or in case of a legal emergency, it may utilize no more than two-thousand dollars (\$2,000) within a six-month period without prior consent of the membership. If it utilizes the full amount at one time, it is expected that this expense was an urgent legal situation that required immediate action. Any use of this fund must be reported in detail to the membership within thirty days of the expenditure. If further funds are needed, and there is no regular MPTA meeting scheduled, an emergency meeting of the membership must be held giving at least one week’s notice and must be disseminated to the Membership via the MPTA website, email, lobby postings and any other appropriate means. At this meeting, the membership will

discuss, and decide by vote, whether or not to permit the use of more funds. There must be no less than fifteen (15) voting members present. If, after the six-month period referred to above, the Executive Committee feels the need to seek legal consultation on an urgent issue unrelated to the prior one, it may use no more than seven hundred fifty dollars (\$750) without the prior consent of the membership but fulfilling the same conditions as stated above. The Legal/Opt-Out Defense Fund is to be saved as much as possible for use in the event of an opt-out situation.

ARTICLE III Executive Committee

- 3.1 Composition: The Executive Committee shall consist of the elected officers of the MPTA, the Chairperson of each Standing Committee, and the Immediate Past President as an ex-officio voting member.
- 3.2 Powers: The Executive Committee shall be the administrative body of the MPTA, while still responsible to the full MPTA membership. Issues of concern to the membership of the MPTA shall be referred to the membership at the monthly meetings by the Executive Committee accompanied by its recommendations. The Executive Committee is empowered to represent the members on any matter as instructed by the membership, but the Executive Committee's actions while serving as the MPTA representatives shall be subject to approval by the membership.
- 3.3 Recall: Any Committee Chairperson shall be subject to recall by two-thirds vote of the Executive Committee present and voting. The request for a vote of recall shall be presented to the Executive Committee at least one meeting prior to the intended voting. Recall of a Chairperson is subject to approval of the membership.
- 3.4 Meetings: The Executive Committee shall meet at least once prior to each Membership Meeting. An emergency meeting may be called by any two members of the Executive Committee with a minimum of 24 hours notice to each committee member.
- 3.5 Quorum and Voting Requirements: The Executive Committee shall take no action unless a quorum is present. A quorum shall consist of one-third of the members of that committee but no less than three (3). All actions of the Executive Committee shall be upon a majority of those present and voting. Each member of the Executive Committee shall have only one vote.
- 3.6 Special Committees: The Executive Committee shall be empowered to appoint, instruct and dissolve such special committees as it considers appropriate.

3.7 Duties of the Officers:

3.7a President: The President shall be the principal executive officer of the MPTA and, as such, shall supervise and conduct the business of the MPTA.

1) The President shall preside at MPTA Membership Meetings and Executive Committee meetings.

2) The President, with the approval of the majority of the Executive Committee and/or at the request of Membership, may call special Membership Meetings and special Executive Committee Meetings.

3) The President, with the knowledge of the MPTA Treasurer, is empowered to sign checks to pay expenses incurred by the MPTA under five hundred dollars (\$500). However, for expenditures of five hundred dollars (\$500) or more, the signatures of both the President (or Acting President) and Treasurer (or Acting Treasurer) are required.

4) The President, with the approval of the majority of the Executive Committee, may appoint committees for the purpose of furthering the interests and activities of the MPTA. Such appointments must be confirmed by the Membership at a subsequent Membership Meeting.

3.7b Vice President and 2nd and 3rd Vice Presidents: The Vice President and 2nd and 3rd Vice Presidents shall assist the President in carrying out the duties of that office. In the absence of the President, the Vice President or 2nd or 3rd Vice President, in succession, shall assume the title and duties of Acting President.

3.7c Treasurer: The Treasurer shall keep the financial accounts and records of the MPTA. The Treasurer, with the knowledge of the MPTA President, is empowered to sign checks to pay expenses incurred by the MPTA under five hundred dollars (\$500). However, for five hundred dollars (\$500) or more, the signatures of both the President (or Acting President) and Treasurer (or Acting Treasurer) are required.

3.7d Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer and take over the duties of Treasurer when the Treasurer is unable to perform them. When temporarily performing the Treasurer's duties, the Assistant Treasurer shall assume the title of Acting Treasurer.

3.7e Secretary: The Secretary shall record and report to the Membership the minutes of all Membership and Executive Committee Meetings.

- 3.7f Assistant Secretary: The Assistant Secretary shall assist the Secretary and take over the duties of Secretary when the Secretary is unable to perform them. When temporarily performing the Secretary's duties, the Assistant Secretary shall assume the title of Acting Secretary.
- 3.7g Officer unable to continue in office: Should any elected officer be unable to continue in office, a new election will be held to fill that office. Such an election will be announced at the next Membership Meeting and the election will be held at the following Membership Meeting.
- 3.8 Duties of All MPTA Officers
- 3.8a Upholding the MPTA Constitution and By-Laws: All officers of the MPTA, by accepting office, agree to uphold and abide by the terms of the MPTA Constitution and By-Laws.
- 3.8b Misrepresentation of Office: No MPTA officer or member may state or imply that he/she is representing the MPTA except on matters as directed and approved by the Executive Committee. No MPTA officer may use his/her title (orally, in writing, in print or any other medium) except for MPTA business that is known and approved by the Executive Committee.
- 3.8c Upon Leaving Office: When any MPTA officer leaves or is recalled from office, all property belonging to the MPTA (including, but not limited to books, records, files, account books, check books, credit cards, keys, equipment and supplies) in his/her possession must be immediately returned to the MPTA Executive Committee.

ARTICLE IV Amendment

- 4.1 This Constitution and By-Laws may be amended by a motion proposed at one monthly membership meeting. The motion will be discussed at the next two monthly membership meetings. A vote on the motion will be taken only at the close of that second period of discussion. The motion must be passed by two-thirds of the members present and voting. Any proposed amendment must be disseminated to the tenant body prior to the first discussion.

Article V
Rights of All Tenants to Know About the MPTA

- 5.1 Dissemination of Information to the Tenants: The entire tenant body of the Manhattan Plaza Complex, regardless of whether they are active MPTA participants, must be kept informed of what is being done by the MPTA in as expeditious and thorough a manner as possible. This information will be disseminated via the MPTA newsletter, the MPTA website, e-mail, lobby postings and any other appropriate means.

- 5.2 Availability of MPTA Constitution: Access to the MPTA Constitution and By-laws is available either on the MPTA website or by printed copy if requested.