



CHARLOTTE COMMUNITY NEWS

Special Edition—October 2017



A Publication of the Charlotte Community Association - our 53rd year serving Charlotte- A Community that Cares!

Charlotte Community Association Mission and Vision Statements

MISSION: To build a stronger community and to enhance the lives of our residents by providing a forum for sharing information, connecting neighbors and stakeholders, and fostering civic engagement while preserving and promoting the heritage of the Village of Charlotte.
VISION: A safe, vibrant, and inviting place to live, work and visit; a family-friendly community and a year-round destination celebrated for its rich history and natural resources.

Dear Members,

Earlier this year the CCA membership approved a Certificate of Amendment that was revised based on new information and advice provided by our attorneys. Once submitted to the NYS Attorney General, we were asked to make additional updates. These updates were made, submitted to, and approved by the NYS Attorney General's office and includes particular purposes which would indicate its proposed charitable nature. Updates are noted in italics. We are seeking your approval for this final version.

This special edition includes three important items for you to take action on:

- 1 – Review the Restated Certificate of Incorporation (pages 1-5)
- 2 – Review the slate of Officers and Board Members for election on November 6th (page 6)
- 3 – Complete and mail in the proxy with your vote for above by October 31st, or have your proxy bring it with them to the November 6th meeting. Mail should be sent to CCA, PO Box 12768, Rochester, NY 14612

Thank you for your prompt attention to these matters.

Sincerely,

Jonathan

RESTATED CERTIFICATE OF INCORPORATION OF CHARLOTTE COMMUNITY ASSOCIATION (23rd WARD), INC.

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the President of Charlotte Community Association (23rd Ward), Inc. (the "Corporation"), pursuant to Section 805 of the Not-for-Profit Corporation Law of the State of New York, does hereby restate, certify and set forth:

1. The name of the Corporation is Charlotte Community Association (23rd Ward), Inc.
2. The Certificate of Incorporation was filed by the Department of State on January 11, 1963.
3. The law the Corporation was formed under is the Membership Corporations Law.
4. The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.
5. The Certificate of Incorporation, as amended heretofore, is hereby amended to effect the following amendments authorized by the Not-for-Profit Corporation Law:
 - (a) Paragraph 1 which sets forth the name of the Corporation is amended in its entirety as follows:

"1. The name of the Corporation shall be: Charlotte Community Association, Inc.
 - (b) Paragraph 2 which sets forth the purposes of the Corporation is amended in its entirety as follows:

"2. The Corporation is formed under the Not-for-Profit Corporation Law as a charitable corporation and to carry on any activity permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and regulations

thereunder, or corresponding section of any future federal tax code ("Code"). In particular, the purposes of the Corporation shall be to promote the safety, general welfare and the betterment of the Charlotte community including by means of the following:

- a) Provide information to and communicate with the residents of Charlotte, area businesses and other community groups, and neighborhood associations within the City of Rochester.*
- b) Provide a forum for, and act as a representative of, members of the Association and Charlotte residents.*
- c) Study and research area issues and assist government agencies in addressing issues impacting the community.*
- d) Develop future goals and directions in advancement of a better community and civic spirit.*
- e) Make recommendations and promote Charlotte as appropriate to city, county, state and federal governments.*
- f) Collaborate with other groups and organizations within and outside the community for the common good and betterment of Charlotte."*

(c) Paragraph 5 which sets forth the number of directors shall be deleted in its entirety.

(d) There shall be a new paragraph 5 relating to indemnification added to the Certificate of Incorporation as follows:

"5. To the full extent authorized or permitted by law, other than by Certificate of Incorporation or By-Law provision, resolution, or agreement as provided in the following paragraph, Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation, or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or By-Laws (including without limitations the following paragraph) or any agreement or resolution providing for indemnification and permitted by law except as in the foregoing paragraph.

To the full extent permitted by law and authorized or permitted by any provision of (i) the Certificate of Incorporation or the By-Laws of the Corporation, (ii) resolution of directors, or (iii) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. The Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into agreements regarding such indemnity and expenses."

(e) Paragraph 6 listing the names and addresses of the directors until the first annual meeting shall be deleted in its entirety for the purpose of restating the Certificate of Incorporation.

(f) There shall be a new paragraph 6 relating to dissolution of the Corporation added to the Certificate of Incorporation as follows:

“6. In the event of the dissolution of the Corporation, all remaining property or assets of the Corporation shall, after necessary expenses thereof, be distributed to such organizations which shall qualify under the Code, or to another organization to be used in such manner as in the judgment of the Attorney General of New York or a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.”

(g) Paragraph 7 relating to the subscribers shall be deleted in its entirety.

(h) There shall be a new Paragraph 7 relating to the Service of Process address added as follows:

“7. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

**CHARLOTTE COMMUNITY ASSOCIATION (CCA)
P.O. BOX 12768 CHARLOTTE STATION
ROCHESTER, NEW YORK 14612”**

(i) There shall be new Paragraphs 8, 9 and 10 added relating to the Corporation’s charitable activities and determination of tax exempt status under the Code as follows:

“8. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of the Code. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

9. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation’s directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

10. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided under Section 501(h) of the Code) and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.”

6. The text of the Certificate of Incorporation is hereby restated as amended to read as herein set forth in full:

* * *

**RESTATED CERTIFICATE OF INCORPORATION
OF**

CHARLOTTE COMMUNITY ASSOCIATION, INC.

Under Section 805 of the Not-for-Profit Corporation Law

The undersigned, being the President of Charlotte Community Association, Inc. (the “Corporation”), pursuant to Section 805 of the Not-for-Profit Corporation Law of the State of New York, does hereby restate,

certify and set forth:

1. The name of the Corporation shall be: Charlotte Community Association, Inc.

2. *The Corporation is formed under the Not-for-Profit Corporation Law as a charitable corporation and to carry on any activity permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and regulations thereunder, or corresponding section of any future federal tax laws ("Code"). In particular, the purposes of the Corporation shall be to promote the safety, general welfare and the betterment of the Charlotte community including by means of the following:*

- g) Provide information to and communicate with the residents of Charlotte, area businesses and other community groups, and neighborhood associations within the City of Rochester.*
- h) Provide a forum for, and act as a representative of, members of the Association and Charlotte residents.*
- i) Study and research area issues and assist government agencies in addressing issues impacting the community.*
- j) Develop future goals and directions in advancement of a better community and civic spirit.*
- k) Make recommendations and promote Charlotte as appropriate to city, county, state and federal governments.*

Collaborate with other groups and organizations within and outside the community for the common good and betterment of Charlotte.

3. The territory in which its operations are principally to be conducted is Monroe County.

4. The city and county in which its office is to be located is Rochester, Monroe County, New York.

5. To the full extent authorized or permitted by law, other than by Certificate of Incorporation or By-Law provision, resolution, or agreement as provided in the following paragraph, Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation, or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or By-Laws (including without limitations the following paragraph) or any agreement or resolution providing for indemnification and permitted by law except as in the foregoing paragraph.

To the full extent permitted by law and authorized or permitted by any provision of (i) the Certificate of Incorporation or the By-Laws of the Corporation, (ii) resolution of directors, or (iii) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a director or officer of the Corporation or serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation. The Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into agreements regarding such indemnity and expenses.

6. *In the event of the dissolution of the Corporation, all remaining property or assets of the Corporation shall, after necessary expenses thereof, be distributed to such organizations which shall*

qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations thereunder, or to another organization to be used in such manner as in the judgment of the Attorney General of New York or a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.

7. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

**CHARLOTTE COMMUNITY ASSOCIATION (CCA)
P.O. BOX 12768 CHARLOTTE STATION
ROCHESTER, NEW YORK 14612**

8. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of the Code. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

9. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

10. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided under Section 501(h) of the Code) and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

* * *

7. The foregoing amendments and restatement of the Certificate of Incorporation were authorized by a vote of the majority of the entire board of directors and by a vote of the majority of the members at a duly called meeting thereof.

IN WITNESS WHEREOF, this Certificate has been executed this ___ day of _____ 2017 by the undersigned who affirms that the statements made herein are true to the best of her knowledge and belief.

Jonathan Hardin, President

Filed by: Merzbach Law Office, P.C.
73 State St.
Rochester, NY 14614
(585) 454-3030

Nominations Received for 2018-2019 Board of Directors

The CCA's Nominating Committee has received the following nominations for candidacy of the Board of Directors for a 2-year term beginning January 2018 and ending December 2019:

Vice President: **Jose Peo**

Treasurer: **Patti O'Brien**

Communications Officer: **Donna Bour-Purdy**

Director: **Mary Chambers**

Director: **Vacant; no candidates**

These nominations are from current board members. The Committee received no other nominations, either by mail, email, or from the floor at the September 11th CCA General Meeting. The deadline for nominations was September 11th.

Without additional nominations, this slate of candidates will run unopposed for election. This list of nominees will be presented to the membership at the General Meeting on October 2nd.



Jose Peo

Vice President

- ◆ Director since February, 2017
- ◆ Charlotte Charrette Steering Committee
- ◆ Treasurer for Spencerport Masonic Temple
- ◆ Member, NW Democrats and LaCumbre



Patti O'Brien

Treasurer

- ◆ CCA Treasurer since 2016
- ◆ CCA Board member since 2014
- ◆ Charlotte Resident since 1975
- ◆ Retired Flower City Glass
- ◆ Board member Ontario Beach Park Program Committee



Donna Bour-Purdy

Communications

- ◆ Board member since 2015
- ◆ Newsletter editor since 2014
- ◆ Charlotte Beautification Committee since 2012
- ◆ Retired Bausch & Lomb



Mary Chambers

Director

- ◆ Board member since 2016
- ◆ Communications Committee member since 2015
- ◆ Lifetime Rochester resident
- ◆ Retired Johnson & Johnson

CHARLOTTE COMMUNITY ASSOCIATION (23RD WARD), INC. PROXY

If you are unable to attend the November 6th, 2017 meeting to vote in person, please complete this proxy form to authorize another member to vote for you.

Part A - please declare who your proxy will be.

Part B will be completed by your proxy who will then present this form at the November 6th^d, 2017 meeting to cast your vote.

Part C is your vote.

This proxy, when properly executed, will be voted in the manner directed by you. Please complete, sign, date and give to the person that you assign as your proxy.

PART A – Assign your proxy here:

I, (print) _____,
assign _____

as my proxy to vote on the Board of Director Elections at the November 6th, 2017 meeting.

Your address: _____

Your phone number: _____

Your signature: _____ Date: _____

PART B – Your proxy registers to serve as your proxy here:

Proxy name: _____

Proxy phone number: _____

Proxy address: _____

Proxy signature: _____ Date: _____

PART C – Your vote to elect the following persons as Directors of the Corporation to a term of two years or serve until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

1: Candidate	Position	For	Against	ABSTAIN
Jose Peo	Vice President			
Patti O’Brien	Treasurer			
Donna Bour-Purdy	Communications Officer			
Mary Chambers	Director			
2: Vote To Approve Restated Certificate of Incorporation				

IMPORTANT: YOUR PROXY MUST BE PRESENT AND BRING YOUR COMPLETED FORM TO THE NOVEMBER 6TH, 2017 MEETING TO CAST YOUR VOTE.

Charlotte Community Association
 PO Box 12768
 Rochester, NY 14612

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 U.S. POSTAGE
PAID
 Rochester, NY
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 Deliver to Addressee or Current Resident



A Community that Cares!

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October 2017 NEEDS UPDATING!



Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2 CCA Meeting 7pm Robach Ctr	3	4 BIG BAND DANCE Nate Rawels Band	5 <i>Genesee River Romance</i> Details coming soon	6	7
8 <i>Genesee River Romance</i> Details coming soon	9 	10	11 BIG BAND DANCE Andy Stobie Greater Finger Lakes Jazz Band	12 CCA News Articles for July/Aug Due	13	14
15	16	17	18 BIG BAND DANCE Rochester Metropolitan Jazz Band	19	20	21
22	23	24 PCIC Meeting 7 pm. at AQ	25 BIG BAND DANCE Johnny Matt Band	26	27	28
29	30	31 			31	