

**Cherry Grove Community Association, Inc.**

**By Laws**

*Revision: July 15, 2012*

## **Article I - Name and Seal**

1. The name of this Association shall be the Cherry Grove Community Association, Inc.
2. The seal of the Association shall be circular with the following text therein: "Cherry Grove Community Association, Inc." In its center it shall have the words and figures, "Corporate Seal, 2001."

## **Article II - Area**

The area to be covered by the activities of the Association shall be Cherry Grove, New York. The office of the Association shall be located in Cherry Grove, New York.

## **Article III - Membership**

1. Membership is available to all residents, renters, business owners, and frequent visitors to Cherry Grove who fully support the Association's work and who may wish to participate in the Association in the capacity of board officer or director, a Member of a permanent and/or ad hoc committee of special interest to the Member, and to vote on policy or to arbitrate in issues of concern to the Association Members that involve the Cherry Grove community at large. Rights and privileges of Membership include attendance at Membership meetings (Regular or Special), participation, in opinion polls, listing on the Membership address list, and receiving Association mailings and its newsletter.
2. The term of all Memberships shall be from April 1 of the year in which dues are paid or from the date of acceptance for Membership, whichever is the later date, to March 31 of the following year.

## **Article IV - Dues**

The annual dues for Members of the Association shall be proposed by the Board of Directors and approved by the Members. Annual dues shall be payable before the first Regular Meeting in each calendar year.

## **Article V - Meetings**

1. Regular Meetings shall normally be held on the third Sundays of May, July and September at Ten O'clock A.M. at the Community House in Cherry Grove, New York.
2. The September meeting shall be the Annual Meeting and therefore shall also include elections and annual business.
3. President may change the date of any Regular Meeting to a week before or a week after the designated date if necessary. The location of any Regular Meeting may also be changed to an alternate location in Cherry Grove at the discretion of the President.

4. A notice of the date, location, and time of each of the three Regular Meetings shall be sent via U.S. Mail or email to the Members of the Association at the address of record for each Member at least fourteen (14) days before the date of each meeting. An official notice of all meetings, announcing the dates, locations, and times of the meetings, shall be posted in at least two (2) prominent places in Cherry Grove at least ten (10) days before any meeting.

5. Special Meetings of the Association may be called by the President at the request of a majority of the Board of Directors or on the written petition of at least ten percent (10%) of the Members of the Association as of the Membership roll at the close of the last Regular Meeting. A notice of a Special Meeting, stating the date, time, location, and specific purpose of the meeting, shall be mailed to all members and posted according to the procedures outlined in Article V, Item 4. No other business shall be transacted at the Special Meeting.

6. A quorum at all Regular and Special Meetings shall consist of ten percent (10%) of the Members, present in person or by proxy.

#### **Article VI - Voting**

1. At every meeting, each Member shall be entitled to cast one (1) vote in person or by proxy.

2. Issues to be decided by the Members may be decided by paper ballot or by hand/voice vote at the discretion of the President.

3. When paper ballots are to be used, those who are Members of the Association as of thirty (30) days before the Meeting at which the paper ballot vote is to be taken will be eligible to vote. Such votes may be made by written proxy, signed and dated by the Member, and received by the Association in advance of the Meeting.

4. When a hand/voice vote is conducted, those who are Members of the Association as of thirty (30) days before the Meeting at which the hand/voice vote is to be taken will be eligible to vote.

5. Except as required by law, all votes shall be carried by a simple majority approval including the proxies, with the exception of amendments to the by-laws and removal of Officers and/or Directors, which will require a two--thirds (2/3) majority vote.

#### **Article VII - Officers**

1. The Officers of the Association shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be Members of the Association.

2. Officers shall be elected at the Annual meeting.

3. The Officers shall hold office for three (3) years and be eligible to serve for 4 terms until their successors are elected.

4. No person may hold more than one (1) elected office at one time.
5. The Officers shall take office immediately after being elected.
6. The President shall be the chief executive of the Association, charged with the duty of supervising all of its functions. The President shall be an ex officio member of all committees. The President shall preside at all meetings of the Association and Directors. The President shall present at each Annual Meeting a report of the conditions and activities of the Association. The President shall cause to be called Regular and Special Meetings of the members and Directors in accordance with the by-laws.
7. An immediate Past President of the Association who has completed a full term of office may serve for one (1) year as a non-voting member of the Board of Directors in an advisory capacity.
8. The Vice President shall, in the President's absence or inability to act, perform the duties of the President. The Vice President shall also perform such other functions as the Board of Directors may, from time to time, assign. In the event of the President's resignation, death, inability to serve or removal from office, the Vice President shall immediately assume the office of President until the next Annual Meeting of the Association.
9. The Secretary shall issue notices of and keep minutes of all meetings of the Association and the Directors, be custodian of the records and keep all records open at all reasonable times for inspection by any Member of the Association, and permit such Member to make extracts from said records (except from the Membership roster) as such Member may desire at all reasonable times. The Membership roster is considered confidential and shall be available only to Members of the Association as provided by law.
10. The Treasurer shall have the care and custody of and be responsible for all funds of the Association, and shall deposit funds in such bank, banks, trust companies, or in a safe deposit vault, as the Board of Directors may designate. The Treasurer, or the President, shall sign, make and endorse, in the name of the Association, all checks, drafts, warrants, and orders for payments pertaining to the Association. Any expenditure in excess of one thousand dollars (\$1000.00) must have the specific approval of the President or Vice President, the details of which are to be reported to the Board of Directors at the next regular Board meeting. The Treasurer shall exhibit at all reasonable times, his/her books and accounts to any Member of the Association upon request. The Treasurer shall keep customary and ordinary books and records which include an accounting of all transactions as well as other financial records the Board of Directors may require. The books of the Association shall be kept on a calendar year basis. Interim reports shall be cumulative. The Treasurer shall report on the financial condition of the Association at each Regular Meeting of the Association. The Treasurer shall, at least once each year, prepare a financial report which shall be mailed to or submitted to a meeting of the Members of the Association. The Treasurer shall do and perform all duties incumbent on his/her office.

11. Should any vacancy occur, (except the office of the President), by death, resignation, inability to serve, or removal from office; the same shall be filled without undue delay by appointment by the Board of Directors, until the next Annual Meeting of the Association.

12. Compensation. Officers shall serve without compensation for their services as such. Officers shall be allowed reimbursement for reasonable expenses, on resolution of the Board. The Board shall have the power, in its sole discretion, to contract with any Officer for services rendered to the Association (not including services rendered in his or her capacity as Director) and to pay said Officer compensation appropriate to the value of such services.

### **Article VIII - Board of Directors**

1. The Officers and seven (7) additional persons, all of whom shall be current members of the Association, shall constitute a Board of Directors. The seven (7) additional persons shall be divided into three (3) classes with terms of two (2) or three (3) persons expiring each year.

2. Two (2) or three (3) persons shall be elected at each Annual Meeting and shall hold office for three (3) years or until their successors are duly elected.

3. The Directors shall take office immediately after being elected.

4. No person may be elected as a Director for more than three (3) consecutive terms.

5. Should any vacancy occur by death, resignation, inability to serve, or removal from office, the same shall be filled without undue delay by the Board of Directors, until the next Annual Meeting of the Association.

6. Compensation. Directors shall serve without compensation for their services as such. Directors shall be allowed reimbursement for reasonable expenses, on resolution of the Board. The Board shall have the power, in its sole discretion, to contract with any Director for services rendered to the Association (not including services rendered in his or her capacity as Director) and to pay said Director compensation appropriate to the value of such services.

### **Article IX - Removal of Officers and/or Directors**

A request to remove an Officer and/or Director must be made to the Board of Directors by written petition of no less than ten percent (10%) of the Members of the Association as of the Membership roll at the close of the last Regular Meeting. Removal of an Officer or Director may be effected with the approval of two-thirds (2/3) of the Members, to be evidenced by a vote (cast by paper ballots) taken at a Regular or Special Meeting.

### **Article X - Nominations**

1. At the May meeting of the Association, a Nominating Committee of three (3) members shall be elected by the Members.
2. No members of the Nominating Committee shall be included in the Committee's proposed slate.
3. Other nominations for Directors or Officers may be made in writing to the Secretary with signatures of any ten (10) members and all such nominations must be received by the Secretary prior to August 1.
4. Not more than one (1) Member of a household and/or not more than one owner of a business in the Area shall be elected or appointed to serve as a Director or an Officer simultaneously.

#### **Article XI - Permanent Committees of the Corporation**

1. Permanent Committee(s) shall be established by the Board of Directors as the need arises, and shall continue in existence at the pleasure of the Board.
2. Chairs of such Permanent Committees shall be appointed by the President of the Cherry Grove Community Association, Inc. Permanent Committee members shall be appointed by the Committee chairperson, subject to ratification by the Board.
3. Permanent Committees constituted under this Article XI shall be "committees of the corporation" under Section 712(e) of the N.Y. Not-For-Profit Corporation law, and the decisions of such Committees shall be subject to the ultimate approval of the Board.

#### **Article XII - Rules of Order**

Robert's Rules of Order shall be the guide of procedure at all meetings of the Association and the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the by-laws of the Association.

#### **Article XIII - Amendments**

1. The by-laws may be amended at any Regular Meeting of the Association by a two-thirds (2/3) majority of the Members, provided that notice of such change is given at the previous meeting (Regular or Special), and that the exact text of the proposed change is mailed with or included in the posted notice of the meeting at which the amendment is to be presented to the Members for vote.
2. Any amendment approved by the Members shall be immediately effective unless otherwise stipulated, and shall remain in effect as amended for a period of at least one (1) year before it can again be considered for revision unless it is determined by a court of law or the Association's legal counsel to be illegal or unlawful.
3. If an Amendment is determined by the Board of Directors to be detrimental to the aims of the Association or to unduly impede the conduct of the Association's business, it

shall be resubmitted for consideration by the Membership under the procedures prescribed in Article XIII, Item 1 above.

**Article XIV - Telephone Conferencing**

Officers or Directors of the Board of Directors may participate and vote in meetings of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.