

**LITTLE ISLAND POND ASSOCIATION
ORGANIZED 1919**

**BYLAWS
REVISED 2018
REVISED 2020 TO INCLUDE 8/4/19 CHANGES TO ARTICLE 7 AND 5.5**

Article 1

NAME

Section 1.1 The name of this organization shall be the Little Island Pond Association.

GOVERNMENT

Section 1.3 The proceedings of the organization shall be governed by the most recent edition of Roberts Rules of Order unless the membership agrees to waive the formalities of that process.

Article 2

OBJECTS

Section 2.1 The objects of the Little Island Pond Association shall be:

To maintain the pond's water quality, protect our wildlife, and promote community fellowship by organizing social gatherings, creating educational programs, volunteer opportunities, and work towards meeting regularly to provide a voice to all members while maintaining camaraderie.

Article 3

MEMBERSHIP

Section 3.1 Owners, or their designated representative, of any property address with legal access to the pond, shall be eligible for full membership in the Association with only one vote per property address. Applicants for membership shall submit a completed application to any member of the Board of Directors, or to the LIPA Post Office Box providing sufficient information to confirm eligibility for membership. The application shall then be reviewed by the Board of Directors which may request additional information at the expense of the applicant or deny the application.

There will also be an Associate Membership, which can be granted by the Board of Directors after an application is submitted by someone who does not have legal access to the pond. Associate members will not have voting privileges in the Association and cannot be elected to a position on the Board of Directors of the Association.

Additionally, there will be an Honorary Membership which can be awarded by the Board of Directors to anyone deemed to be able to make significant contributions to the Little Island Pond Association. An honorary Membership will be a full (voting) membership. Honorary membership may be awarded for not more than one year at a time.

Legal access rights to the Pond are not affected one way or another by any type of membership to LIPA or by having an application for membership denied.

Article 4

OFFICERS AND ELECTION THEREOF

GENERAL PROVISIONS

Section 4.1 The elected Board of Directors of the Little Island Pond Association shall consist of five officers: a President, Vice-President, Secretary, two Treasurers, and an additional four Directors all of whom, together, shall constitute the Board of Directors.

Section 4.2 All officers and directors shall be elected at an Annual Meeting of the Association by a majority of those present. The term of office for all Board of Director members shall be two years. The President, one Treasurer and two Directors shall be elected during even years. The Vice-President, the second Treasurer, the Secretary and the other two Directors shall be elected during odd years.

Section 4.3 A Nominating Committee will be appointed to assemble the list of nominations made by the Board of Directors or members.

Section 4.4 In case of resignation, or removed by two-thirds vote of the Board of Directors, or death of any officer or director, vacancies may be filled by vote of the Board of Directors, and persons so elected shall serve until the end of the term of the replaced Director.

Section 4.5 Elected officers and directors, committee chairmen, committee members, and all appointees, shall be subject to the following general provisions:

4.5.1 All elected officers and directors, committee chairmen, and committee members shall be members in good standing of the Little Island Pond Association.

4.5.2 No member shall be nominated for or hold more than one elective office, simultaneously.

4.5.3 Upon leaving office, elected and appointed officers, directors and committee chairmen shall turn over to their successors all records, reports, communications and documents in their possession and pertaining to the affairs of the Little Island Pond Association. A best effort will be made to create backup copies of all records, reports, communications and other documents. These backup copies will be maintained in a separate location in an organized manner, preferably electronically, and will be accessible to all members of the Board of Directors.

4.5.4 Any records, reports, communications and other documents will be made available to any Association member at their request. A mutually convenient time to review these will be set up by the Board of Directors.

ELECTED COMMITTEES

Section 4.6 There shall be an Auditing Committee, consisting of a chairman and two other members elected by the members at an annual or special meeting.

Section 4.7 The Board of Directors may set up additional committees as they see fit. The method for electing the members of such committees will be determined by the Board of Directors.

Article 5

DUTIES AND POWERS OF OFFICERS, DIRECTORS AND COMMITTEES

Section 5.1 The President shall preside at all meetings of the Board of Directors and all meetings of the membership. The President shall carry out all motions voted upon by the Board of Directors and the Association. The President shall execute all written instruments in the name of the Little Island Pond Association when directed by the Board of Directors.

Section 5.2 The Vice-President, in the absence of the President, shall preside at meetings of the Board of Directors and of the organization, and conduct the business of the organization. He shall assist the President.

Section 5.3 The Secretary shall keep a record of all meetings of the Board of Directors and the membership; and shall preserve all documents, minutes and reports of the organization. He shall keep the record in books belonging to the Little Island Pond Association, which records shall at all reasonable times be open to inspection by any member. No detailed records shall be kept relating to votes on applications to membership. He shall submit a report of all proceedings at the meetings of the Board of Directors and at the Annual Meeting. On leaving his office, he shall deliver all properties of the Association to his successor. He shall keep an up-to-date record of all members of this organization, including for each member: name, address, telephone number, and other pertinent information deemed advisable. He shall also keep and preserve all documents, records, reports and official correspondence connected with the business of the Little Island Pond Association. He shall send the required notices of all Directors', annual and special meetings and all lists of candidates for office to be voted upon at any election.

Section 5.4 The Treasurers shall have custody of all monies of the Association and shall keep true and accurate accounts. They shall collect all dues and other monies; and shall pay all approved bills and claims of the Association. They shall keep records of all receipts and disbursements; and shall submit a report of the same at the meetings of the Board of Directors and at the Annual Meeting. They shall, with the approval of the Board of Directors, invest the funds of the Association to the most advantage of the organization. The Treasurers are responsible for the submission of a proposed budget for next fiscal year, along with an accounting of previous year's expenses, at the annual meeting.

The Treasurers will pay invoices approved by the president and covered in the approved budget. Any special funds held by the organization may be spent by a majority vote of the organization members present at any meeting. On leaving his office, he shall deliver all properties of the organization to his successor. The Treasurers shall file the necessary papers for tax purposes and maintain non-profit status of the Association.

The Treasurers shall be responsible for the Operating Budget, the management of Special Funds as well as the Balance Sheet which will show general assets and assets in Special Funds. Special Funds are monies set aside for well-defined and specific purposes. An example could be a fireworks fund for a 4th of July fireworks. Special Funds can be funded from the annual operating budget and/or by special fund raising efforts.

Section 5.5 The Board of Directors of the Little Island Pond Association shall advise the President and approve proposed changes in the bylaws to be voted on by the membership, and are empowered to deal with any matter not provided for in these bylaws.

Section 5.6 The responsibilities of the Audit Committee are to inspect and review all financial records, including but not limited to invoices, payments made, monies collected, bank account statements, expenses incurred, balance sheets, budgets and other financial transactions and statements. Upon completion of this, the Committee will report its findings to the Board of Directors and the entire membership.

Article 6

DUES AND FEES

Section 6.1 Dues and timing of payments shall be set by a vote of the majority of members at the Annual Meeting. Any member who is in arrears in dues payments for more than two months shall be notified and may have membership suspended. A suspended member may be reinstated only by payment of all back dues.

Dues notices will be sent out (electronically or via regular mail) by March 1 and are due by April 1 of that year.

Article 7

MEETINGS, NOTICES AND QUORUM

Section 7.1 The Annual Meeting of the Little Island Pond Association shall be held on the Sunday before Memorial Day weekend at 3:00pm. Besides the annual meeting, at least one other meeting of the Association shall be held during a year. At the Annual Meeting, an election of officers, directors and members of elective committees, including the chairmen thereof, shall be held. Written notice of the annual meeting, containing a list of all members nominated up to that point in time by the Nominating Committee for election to positions within this organization, shall be sent to each member by the Secretary at least 30 days prior to such meeting. Additional nominations can be accepted until the vote is held at the annual meeting, including nominations from the floor at that annual meeting. Any meeting notice shall include an agenda for the meeting.

Section 7.2 Special Meetings may be called at any reasonable time by the President, or at any written request of twelve or more members of the Association in good standing, with at least 14 days' notice

Section 7.3 At any regular or special meeting, twelve members, as determined by the record of the Little Island Pond Association shall constitute a quorum to act. Five members shall constitute a quorum of the Board of Directors.

Section 7.4 Voting at regular and special meetings shall be as follows:

7.4.1 Each individual full member present and in good standing in this Association and with the right to vote as defined in section 3.1, shall have one vote on each question.

7.4.2 Voting shall be cast by a show of hands. The presiding officer may require that voting be by secret ballot if circumstances warrant.

7.4.3 The presiding officer shall vote only when necessary to decide a tie.

Section 7.5 A minimum of three board meetings will be held each year during the period of March through August.

Article 8

ORDER OF BUSINESS AND RULES OF ORDER

Section 8.1 Unless otherwise provided by the Association members in good standing or by the presiding officer at the outset of the meeting, the following order of business shall be observed at all meetings of the membership and the Board of Directors:

8.1.1 Call to Order.

8.1.2 Approval of the minutes of the preceding meeting.

8.1.3 Follow the agenda for the meeting

8.1.4 Adjournment.

Section 8.2. All questions of procedure not otherwise covered herein shall be determined in accordance with the most current edition of Robert's Rules of Order Newly Revised.

Article 9

BOARD OF DIRECTORS NOMINATIONS, ELECTIONS AND VOTING

Section 9.1 Candidates for office to be voted upon per section 4.3.

Section 9.2 No member shall be eligible for nomination without first signifying willingness and ability to serve if elected.

Section 9.3 At any election, each member present and in good standing in this Association and with the right to vote as defined in section 3.1, shall have one vote for each office to be filled. Voting shall be in the following manner:

9.3.1 Election to an office shall be effected by secret ballot, unsigned and cast in person. Such elections shall be determined by a two persons designated by the President. The secret ballots shall be delivered to the judge of election and opened and inspected by the tellers, and the final results shall be tabulated and announced to the members before the close of the meeting.

Article 10

MISCELLANEOUS

Section 10.1 Any person collecting moneys for any activity of the Association shall be prepared at all times to make a full and complete accounting of the same to the President and to the Board of Directors.

Section 10.2 No officer or member shall contract any bills in the name of the Little Island Pond Association unless previously authorized by the Board of Directors.

Section 10.3 When any account authorized by the Board of Directors or by the adopted budget is closed, any excess funds therein and a complete accounting shall be promptly turned over to the treasurer and deposited in an appropriate account for the benefit of the Association.

Section 10.4 No person shall take advantage of membership status in order to achieve personal gain or remuneration.

Section 10.5 The organization fiscal (business) year shall be for 12 consecutive months beginning on 1 January and ending on December 31st of each year.

Section 10.6 All publications or notices of any nature issued by the Little Island Pond Association shall have the prior approval of the President or the Board of Directors before being sent to members or to the public.

Section 10.6 Any word denoting gender used in these bylaws shall apply equally to all genders as the context may require.

Article 11

DISTRIBUTION OF ASSETS AFTER TERMINATION

Section 11.2 In the event of dissolution, all assets then belonging to the Little Island Pond Association shall be assigned to another organization which qualifies for tax exemption [under Section 501(c)(3)] of the Internal Revenue Code of 1986, as from time to time amended, and any rules and regulations promulgated thereunder, as selected by the Board of Directors.

Article 12

INDEMNIFICATION

Section 12.1 The Little Island Pond Association shall, to the extent legally permissible, indemnify each of its officers, directors, employees, directors (hereinafter collectively referred to as "officer") while in office and thereafter (and the heirs, executors, and administrators of such officer) against all expenses and liabilities which such officer may have reasonably incurred in connection with or arising out of any action or threatened action, suit, or proceeding in which he may be involved by reason of his being or having been an officer of the Little Island Pond Association. Such expenses and liabilities shall include, but not be limited to, judgments, court costs, and attorneys' fees and the cost of reasonable settlements approved by the board. No such indemnification shall be made in relation to matters as to which such officer shall be finally adjudged in any such action, suit or proceeding to have engaged in acts or omissions not in good faith, or in intentional misconduct, or to have derived an improper personal benefit.

Section 12.2 Indemnification hereunder may, in the discretion of the Board of Directors, include payment by the Little Island Pond Association of costs and expenses incurred in defending a civil or criminal action or proceeding, in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated not to be entitled to indemnification hereunder.

Section 12.3 The foregoing right of indemnification shall not be exclusive of other rights to which any such officer may be entitled as a matter of law.

Article 13

INSURANCE

Section 13.1 The Board of Directors shall maintain as an expense of the Association, general liability insurance coverage in such amounts as are reasonably recommended by the Association's insurance representative insuring the Association, the Board, its agents and employees for bodily injury and property damage as a result of Association acts.

Section 13.2 The Board of Directors shall maintain as an expense of the Association, directors and officers insurance coverage in such amounts as are reasonably recommended by the Association's insurance representative insuring the Board and officers for any claim arising from any alleged wrongful action in their capacity as Officers and Directors.

Article 14

AMENDMENTS

Section 14.1 These bylaws may be amended or repealed by a vote of a 2/3rd majority of members present at any Annual Meeting or Special Meeting of the Association, provided that: (1) a quorum is present; and (2) notice of the general character of the proposed amendment is mailed (electronically or via regular mail) to each member thirty days prior to the such meeting.

Section 14.2 When proposed amendments are properly before any meeting for consideration, they may, before final action is taken thereon, be changed by a majority vote, provided the change is germane to the subject of the amendment under consideration.

Little Island Pond Association Approval
Adopted by the Membership on May 20, 2018

_____ Date _____ 2018 Secretary