

CONSTITUTION AND BY-LAWS (With Revisions)  
SONG LAKE PROPERTY OWNERS ASSOCIATION INC

Revised July 29, 2020; Revised August 21, 2016; Revised August 2, 2009; Revised September 20, 1999; Revised August 23 1975; incorporated July 13, 1956

*ARTICLE I— NAME & OBJECTIVE OF CORPORATION*

Section 1—This corporation shall be known as the Song Lake Property Owner's Association Inc hereinafter in this document called the Association. Section 2- The objectives of the Association shall be to: a) safeguard the quality of the lake and watershed area b) to enhance the recreational use of the lake for activities such as swimming, fishing, and boating c) to promote a sense of community and common responsibility among the residents

*ARTICLE II- MEMBERSHIP*

Section 1- Any person who owns land, or leases a residence for a period of not less than one (1) year, and the property abuts Song Lake or is located on Palmer Rd, Old Woods Rd., Fulmer Rd, or Song Lake Rd. (between Palmer Rd. and Fulmer Rd.), is eligible for membership in the Association.

Section 2- A person becomes a member by agreeing to the objectives of the Association and by payment of the annual dues.

Section 3- Each member attending an Association meeting shall be entitled to one (1) vote, regardless of how many properties the member owns or leases.

Section 4- Any member of the Association may withdraw from membership at any time, by written resignation submitted to the Secretary, but in event of such withdrawal, dues paid shall not be prorated or refunded.

Section 5- Membership maybe terminated, for cause other than non-payment of dues, by two-thirds of the membership of the Board, provided however, that the member in question be given written notice of such possible termination of membership at least one week prior to the meeting, and shall be given opportunity at the meeting of the BOD to show cause why the membership should not be terminated. If the membership is terminated the dues for that year, paid in advance shall be prorated.

Section 6- Honorary membership may be conferred upon such persons or organizations as may be chosen by a unanimous vote of the BOD.

Section 7 - All members shall conduct themselves in a civil manner in all association meetings and events, and comply with all rulings by the chairperson. Any member who does not conduct him/herself in a civil manner, or who engages in assaultive, violent, threatening or tumultuous behavior, or who uses abusive or obscene language shall be subject to immediate removal from such meeting and to termination of membership, pursuant to section 5 of this article.

*ARTICLE III— GOVERNANCE*

Section 1- The general management of the affairs of the Association shall be vested in the BOD.

Section 2-The BOD shall consist of officers, a President, a Vice-President, a Secretary, a Treasurer, and six (6) Directors At Large. The Officers and Directors at Large will be elected by the membership of the Association at the annual general meeting.

Section 3-The immediate past president shall serve as a voting member of the BOD for a period of two (2) years immediately following the election of a new president.

Section 4- A member of the BOD may be removed from office for cause, by a vote of three quarters of the members of the BOD, excluding that Board member. The member will be given at least one week notice prior to

the vote and will be given opportunity at the meeting of the Board to show cause why the member should not be removed from office,

Section 5 - The fiscal year of the Association shall be from July first to June thirtieth of the following calendar year.

#### *ARTICLE IV— MEETINGS*

Section 1-The general meeting of the members of the Association shall be in July or August of each year, on a date designated by the president. Notice of time and place shall be distributed to each member of the Association at least ten (10) days prior to the meeting. The meeting shall be held within the Town of Preble

Section 2- Special meetings of the Association may be called by the President at any time, or by the President upon receipt of a petition to hold a special meeting signed by at least fifteen (15) members; notice of the meeting is to be distributed to all members at least ten days previous to said meeting, and at such meeting only such business as is specified in the notice shall be considered.

Section 3- At all meetings of the Association, either regular or special, fifteen members shall constitute a quorum.

Section 4-The Board of Directors (BOD) will meet a minimum of four (4) times a year. Notice shall be sent to all BOD members at least five (5) days in advance.

Section 5 - Upon petition of three (3) members of the BOD, the president shall call a special meeting to be held within the next ten (10) days of receipt of the petition. Notice of the special meeting shall be sent to all Board members at least five (5) days in advance of the meeting.

Section 5 - Six (6) members of the BOD shall constitute a quorum for all meetings of the BOD.

Section 6 - Members of the BOD may participate by means of conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another. Such participation in a meeting shall constitute presence in person at the meeting,

#### *ARTICLE V— ELECTION OF BOARD OF DIRECTORS*

Section 1 - The Board of Directors will elect the nominating committee - The term of office for each Director at Large shall be three (3) years. Elections for such offices shall be held every two (2) years at the annual meeting. Two Directors shall be elected to replace the two (2) incumbent Directors whose terms are expiring.

Section 2- Each Association member at the meeting is entitled to vote for each Director seat.

Section 3 - A candidate must receive a majority of the votes to be elected

Section 4 - The officers shall be elected for a term of two (2) years, in the same manner the Directors At Large.

Section 5 - The elected members of the BOD will assume their positions at the conclusion of the elections

#### *ARTICLE VI— VACANCIES IN OFFICE*

Section 1- If a member of the BOD becomes ineligible for membership (as defined in Article 2 Section 1, 2) the tenure of office will end and a vacancy will occur.

Section 2 - If a vacancy in office occurs, at the next meeting of the BOD the President shall nominate and with a majority vote of the members of the BOD present and voting elect a person to fill the term of the vacancy.

Section 3- If the office of treasurer is vacant, the secretary will assume the responsibilities of treasurer, and with a vote of the majority of the Board of Directors present and voting may continue in the dual capacity until the completion of the term of office.

Section 4 - if the office of secretary is vacant, the treasurer will assume the responsibilities of the secretary, and with a vote of the majority of the Board of Directors present and voting may continue in the dual capacity until the completion of the term of office.

#### *ARTICLE VII — DUTIES OF OFFICERS*

Section 1-The President shall preside at all meetings. With the consent of the BOD the President shall appoint committees as needed, and with the consent of the BOD sign contracts on behalf of the Association.

Section 2—The president shall be ex-officio member of all committees. The president may appoint the Vice-President to serve as an ex-officio member of any committee.

Section 3- In the absence of the President, the Vice-President shall act in the President's stead. In the absence of both, the Secretary shall preside, and in absence of the Secretary as well, the Treasurer will preside.

Section 4 - The Secretary shall keep the minutes of all meeting of the Association and BOD: shall send out notices for meetings of the Association or the BOD. The Secretary will also keep an account of all persons who are members of the Association, and such other duties as required by the president or the BOD.

Section 5 - The Treasurer shall have charge of all the receipts and monies of the Association, keep financial records, make deposits and disbursements, send out bills for dues and fees; give regular financial reports to the BOD and to the annual meeting, shall present a budget at the annual meeting for approval, and perform such duties as required by the President and the BOD.

#### *ARTICLE VIII — DUTIES AND POWERS OF THE BOD*

Section 1-The BOD shall have general responsibility for the management of the affairs, funds and property of the Association in accordance with the objectives of the Association as specified in Article I Section 2.

Section 2 —The Board of Directors will elect the nominating committee.

Section 3 - The BOD shall have the power to make rules for the use of Association property.

Section 4 - The BOD shall have the power to vote the expenditure of money and to modify the Association budget when necessary.

Section 5 -The BOD shall have the power to purchase, lease, rent in the name of the Association any property or facilities for the use of the members. However, no such contract may be entered into without approval of the BOD.

Section 6 -The BOD shall not have the power to impose any liability or levy any assessment upon the members.

Section 7 - The meetings of the BOD may be held in any place as may be convenient for the members of the BOD.

#### *ARTICLE IX - COMPENSATION OF DIRECTORS AND OFFICERS*

Section 1 -Neither the members of the BOD or members serving on committees shall receive any salary or compensation for services rendered to the Association.

#### *ARTICLE X - DUES*

Section 1- The annual dues of members shall be for the period beginning the first (1) day of July through the thirtieth (30) day of June of the following calendar year.

Section 2 -The dues shall be set by the BOD.

Section 3 - Any member whose dues are not paid by the annual meeting will not have the right to vote at the meeting.

Section 4 - Any member whose dues are two years in arrears will automatically cease to be a member.

#### *ARTICLE XI AMMENDMENTS*

Section 1 -The By-Laws of the Association may be amended or repealed at any time in the following manner. Any amendment may be proposed by a majority vote of the BOD, or by petition subscribed by at least fifteen members in good standing, and submitted to the President. Notice of such proposed amendment will be distributed by the Secretary to every member of the Association in good standing at least ten (10) days prior to the annual meeting or special meeting at which the said amendment is to be presented for consideration and action. A majority vote of those present and voting shall be necessary for the adoption of such amendment.

#### *ARTICLE XII—NOTICES*

Section 1 - All notices to members shall be sent either by mail, in person, or by electronic means to the address of the member as given on the books of the Association.

#### *ARTICLE XIII—Dissolution Clause*

In the event that this non-profit corporation declares dissolution, any remaining assets of the Song Lake Property Owners Association, shall be equally distributed to those members on record for the past two years after distribution of 5% (five percent) to Girl Scouts of NYPennPathways at 8170 Thompson Rd. Cicero, NY 13039 as a dedicated contribution to the Camp Hoover Property on Song Lake ( 2065 Song Lake Crossing Road, Tully, NY 13159).