

# **BYLAWS OF Van Buren Point Association, Inc.**

A domestic not-for-profit corporation

Incorporated July 26, 1927  
[Under Article 2 of the  
Membership Corporation Law of  
the State of New York] according  
to N.Y. State Division of  
Corporations

Originally Adopted July 4, 1928  
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## **Article I. Name and Purpose**

**Section 1. Name** The name of this Corporation shall be Van Buren Point Association, Inc.

**Section 2. Purpose** Its purpose shall be all the general purposes authorized by law for member- ship corporations, and more specifically as follows:

- a) The development and maintenance of Van Buren Point in the Towns of Pomfret and Portland, Chautauqua County, New York, as a private residential community and recreational center.
- b) The maintenance of streets, parks, playgrounds and other common grounds and structures and arrangements for sewage, sanitation, gas, electric, water, fire and police protection, and other services, as determined to be necessary and convenient.
- c) The arrangement and conducting of meetings and assemblies for the mutual improvement, entertainment and recreation for its members and their guests.
- d) The ownership, operation and use of all facilities necessary and convenient for the accomplishment of the foregoing purposes.

## **Article II Members**

**Section 1. Membership** Membership shall consist of and be limited to owners of permanent or seasonal residences within the boundaries of Van Buren Point, in the Towns of Portland and Pomfret, Chautauqua County, New York, as set forth on a certain map by L. Vincent Metz, Civil Engineer, made July 5, 1910, and filed in the Chautauqua County Clerk's office December 10, 1911, as Map 62, Cabinet 1, Section D. All privileges of an owner, including the right to hold office, shall extend to the spouse of such owner. Each owner shall pay such dues, assessments and other fees as may be determined by the Board of Directors and approved by the members of the Association at a regular or special meeting called for the purpose. Persons owning vacant lots shall become members when a seasonal or permanent enclosed residential structure, whether occupied or not, is built thereon, and, at that time, shall assume the rights and obligations of membership.

**Section 2. Meetings** There shall be two stated meetings held each year. An Annual Meeting of the Association shall be held on the first Saturday in the month of July (if such Saturday falls on July 4, the meeting shall be one week later) of each year at 10:00 a.m. Eastern Standard or Daylight Savings Time, whichever is lawfully in effect, at Van Buren Point, New York. An Annual Membership Meeting at which Directors shall be elected shall be held on the Saturday immediately preceding Labor Day each year at 10:00 a.m. Eastern Standard or Daylight Savings Time, whichever is lawfully in effect, at Van Buren Point, New York. The Board of Directors, of its own motion or at the written request of ten members, shall call a special meeting of the Association at any time.

**Section 3. Notice of Meetings** Written or electronically communicated (if agreed to by the recipient) notice of date and hour of any meeting shall be given to each member entitled to vote

at such meeting by mailing the notice first class, postage prepaid, or by personal delivery, not less than ten nor more than fifty days before the date of the meeting. Notice of a special meeting shall state the purpose of the meeting and the persons calling the meeting.

**Section 4. Proxies, Quorum, Adjournment of Meetings** Members may be present to vote or may vote by proxy on all issues. In addition, for the election of candidates for the Board of Directors, members may vote by absentee ballot as covered in Article II, Section 6. Proxies shall be in writing and signed, but need not be sealed, witnessed or acknowledged, and shall be filed with the Secretary at or before the meeting. At any meeting of the Association thirty members shall constitute a quorum for transaction of business. In the absence of a quorum, a majority of the members present, in person or by proxy, may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

**Section 5. Organization** The President of the Association shall preside at all meetings of the Association or, in the absence of the President, the Vice-Presidents, in the order designated by the Board of Directors, shall perform the duties of the President. The Secretary of the Association shall act as Secretary at all meetings of the Association, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

**Section 6. Voting** The right to vote or hold office shall be limited to owners of permanent or seasonal residences. However, if there are multiple owners, there is a limit of one vote per residence. In addition, regardless of the number of residences owned, only one vote shall be allowed each member. For a member to vote and participate in meetings, all dues, assessments and fees must be paid fully. A member who becomes delinquent is reinstated upon payment of all indebtedness including penalties. For any election of Directors where the number of nominees exceeds the number of vacancies, votes shall be cast using paper ballots. If a member is unable to attend the meeting when candidates for the Board of Directors are elected, he/she can submit an absentee ballot. Twenty-one (21) days before the Annual Membership Meeting the ballot and directions for completion of the ballot will be posted on the Association's official website or can be requested from the Secretary. The absentee ballot must be returned to the Secretary no later than one week before the meeting. The completed ballot shall be put in an unmarked small sealed envelope, which should be put in a larger envelope with the following information on it: date written on ballot, member's printed name, address, date signed and signature. The Secretary shall keep a list of the members who have submitted absentee ballots and provide that list to the Nominating Committee Chairperson two (2) days before the meeting. The Secretary shall give the small sealed envelopes with the absentee ballots to the Nominating Committee Chairperson when they begin to count the ballots at the meeting. Ballots shall be counted by the Nominating Committee.

**Section 7. Dues, Assessments and Fees** Members shall be required to pay annual dues and are subject to assessments, when required, to provide financing for the operation, maintenance and enhancement of the Association and its property. Dues, assessments and other fees shall be approved at a regularly scheduled meeting of the Association. The attendant motions authorizing such billing shall set forth due dates, discounts for early payment (if any) and penalties for delinquent payments. In addition to the penalty for late payment, there shall be added interest and

fees and costs incurred in collection, including any associated attorney fees. The membership of the Association shall, from time to time, be provided with a list of delinquent members, including the amounts due from each delinquent member. The Board of Directors, shall, at its discretion, initiate legal action to obtain payment of delinquent accounts.

**Section 8. Change in Ownership** It shall be the duty of any owner of a permanent or seasonal residence who sells or transfers title to his/her property to notify the Secretary of the Association of the sale or transfer together with the name and address of the party to whom the sale or transfer has been made. Any delinquent dues shall be considered in closings on the sale of properties and the Association shall seek payment from the appropriate party.

**Section 9. Action by the Members** Except as authorized by law or these Bylaws, the vote of a majority of members, present and voting, if a quorum is present at such time, shall be the act of the members, Action may be taken without a meeting on written consent, setting forth the action taken, signed by all members entitled to vote thereon.

### **Article III. Board of Directors**

**Section 1. Powers and Numbers** The affairs of the Association shall be managed by a Board of Directors, consisting of at least seven but not more than eleven members, all of whom shall be owners of permanent or seasonal residences. Approval of dues, assessments, and fees and approval of any sale, hypothecation, pledging, or disposal of any Association real property and the annual budget, and the election of Directors shall only be by vote of the membership. The Directors shall otherwise manage the business affairs of the Association in accord with New York State Law.

**Section 2. Election and Term of Offices** Except for the treasurer, the Directors shall receive no compensation for their services. Directors shall be elected by the members of the Association at the annual meeting held on the Saturday preceding Labor Day. A director shall serve for a term of three years unless his or her nomination is to fill the unexpired term of a director who has resigned or otherwise vacated the office. No director shall serve more than two consecutive elected three-year terms. Additional terms for a member may be considered after two years have elapsed.

The Board of Directors shall be and is divided into three classes - Class I, Class II, and Class III. No one class shall have more than one director more than any other class. Each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which that director was elected. Each class of directors' terms shall begin and end in years different from all other classes of directors.

**Section 3. Vacancies and Newly Created Directorships** Vacancies among the directors for any reason may be filled by vote of a majority of directors then in office, and the directors so elected shall serve until the next annual meeting. A newly created directorship must be presented to and approved by the membership at one of the two annual meetings.

**Section 4. Resignations** Any directors may resign from office at any time by delivering a resignation in writing to the President of the Board of Directors, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

**Section 5. Removal** Any director elected by the members may be removed for cause by a majority of the entire Board, at any special meeting of the Board called for that purpose, or without cause by vote of the members.

**Section 6. Nominations for the Board of Directors** Nominations for the Board of Directors shall be made by a Nominating Committee of at least three members appointed by the President for that purpose to be announced at the July Annual Membership Meeting. No member of the Nominating Committee shall be a Director, a family member of a Director, an employee of the Association, or a candidate for the Board of Directors. The Report of the Nominating Committee shall be posted on the Community Center outside bulletin board, posted on the Association's official website, or otherwise reasonably disseminated to the members, at least thirty (30) days prior to the Annual Membership Meeting at which directors are elected.

Additional nominations may be made by any three members of the Association who are in good standing, provided the President or the Secretary is notified of this intention in writing at least twenty-five (25) ten days prior to the Annual Membership Meeting at which directors are elected. Such additional nominations shall be posted on the Community Center outside bulletin board, posted on the Association's official website, or otherwise reasonably disseminated to the members, promptly after receipt by the President or the Secretary.

All candidates nominated for the Board of Directors shall, prior to election, express their willingness to serve.

**Section 7. Meetings** Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix or as shall be specified in the notice, or waivers of notice thereof. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Membership Meeting of the members held on the Saturday immediately preceding Labor Day. The Board of Directors shall hold meetings upon such dates and at such places and at such hours as the Board shall by resolution determine and, if so resolved, may vote by mail or electronic media (if agreed to by the recipient). Meetings of the Board may be called by the President, or in his absence, by a Vice-President OT by any two Directors,

**Section 8. Quorum and Voting** Unless a greater proportion is required by law, a majority of the directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the directors present and voting at the time of the vote, if quorum is present at such time, shall be an act of the Board.

**Section 9. Action by the Board** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or of any

committee thereof may participate in a meeting of the Board or committee 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.

**Section 10. Notice of Meetings** It shall be the responsibility of the President or the Secretary or any Directors calling a meeting of the Board to ensure that all Directors receive timely notice of such meeting, and that they be informed of agenda items to be covered. Notice of a meeting may be given by mail, telephone or in person and in time to allow such Director sufficient time to travel to the meeting location.

**Section 11. General Rules and Regulations** The Directors shall have the power to make and enforce necessary rules regulating the use of the facilities and property of the Association by members and others and their conduct. The Directors shall notify the members of the Association of the General Rules and Regulations approved by the Directors by furnishing members with a copy or by posting said rules and regulations in some suitable place so that all members have full knowledge thereof. The Directors shall have the power to fix and enforce penalties for intentional violation of the rules, or the Charter, or the Bylaws when necessary, to obtain compliance.

**Section 12. Special Responsibilities** The Board of Directors shall have responsibility for matters assigned, from time to time, by the members of the Association including the following:

- a) The Directors shall have the power to make and amend rules for their own governance, and to fix and enforce penalties for the violation thereof, and to decide all questions not covered by the Certificate or the Bylaws.
- b) The Directors shall report on the affairs of the Association and its financial status at each of the regularly scheduled meetings of the Association.
- c) The Directors shall submit for approval at the membership meeting held on the Saturday immediately preceding Labor Day, a budget for the general operations of the Association for the ensuing year and a budget setting forth proposed expenditures for equipment, major improvements to existing facilities and other capital expenditures and the related proposed dues and assessments to be billed for such purposes. Such proposals shall set forth billing dates, discount dates for early payment (if any), a specific final date for payment and the penalties to be assessed for late payments. The proposed budget of the Directors shall be posted on the outside bulletin board of the Community Center at least ten (10) days prior to the Annual Membership Meeting, and, as part of that posting, informing members how copies of the proposals may be obtained.
- d) The Directors and Officers are expected to adhere to the budgets approved by the members of the Association and are, therefore, obligated to explain significant variations at the next meeting of the membership.
- e) The Board of Directors is empowered to borrow money to accomplish projects or activities approved by the membership. The Board of Directors is empowered to act and expend funds



beyond those budgeted, in emergencies when the immediate situation presents a hazard to the safety and/or preservation of property and it is impractical to call a special membership meeting. If such a situation should occur, the Board of Directors shall notify all members in writing of the circumstances and funds expended (or estimated) at the earliest practical date.

- f) The Board of Directors shall establish policies governing the utilization of a bidding procedure for certain contracts, and shall require each director or officer to be aware of the conflict of interest standards of New York state law, currently contained in Section 715 of the Not-For-Profit Corporation Law.

## **Article IV Officers, Employees and Agents**

**Section 1. Number and Qualifications** The Officers of the Association shall be a President, a Secretary, a Treasurer and such other officers, if any, including one or more Vice Presidents, as the Board of Directors may from time to time elect. One person may hold more than one office in the Association except that no one person may hold the offices of the President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 2. Election** Officers shall be elected at its Organization meeting of the Board of Directors from its own members. Officers shall serve for a one-year term or until their successors are elected. Should no Board member fill the office of Treasurer, the Board may appoint an Association member in good standing to the office of Treasurer for a one-year term. No limits shall be placed on the number of appointments. The elected or appointed Treasurer may receive full relief of Association dues as compensation.

**Section 3. Employees and Other Agents** The Board of Directors may appoint from time to time such employees and other agents as it may deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive reasonable compensation, as the Board of Directors may from time to time determine.

**Section 4. Removal** Any Officer, employee or agent of the Association may be removed with or without cause by the Board of Directors.

**Section 5. Vacancies** In case of a vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

**Section 6. President: Powers and Duties** The President shall preside at all meetings of the members and the Board of Directors, shall have general supervision of the affairs of the Association, and shall keep the Board of Directors fully informed about the activities of the Association. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Association all contracts authorized either generally or specifically by the Board. He or she shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 7. Vice President: Powers and Duties** The Vice-President(s) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice-Presidents, in the order designated by the Board of Directors, shall perform the duties of the President.

**Section 8. Secretary: Powers and Duties** The Secretary shall act as secretary of all meetings of the members and the Board of Directors, and shall keep the minutes of all such meetings. He or she shall be responsible for giving and serving of all notices of the Association and shall perform all the duties customarily incident to the Office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 9, Treasurer: Powers and Duties** The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association, and shall deposit or cause to be deposited all moneys and other valuable effects of the Association in the name and to the credit of the Association in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a state of the Association's accounts. He or she shall at all reasonable times exhibit the Association's books and accounts to any officer or director of the Association and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall, when required, give such security for faithful performance of his or her duties as the Board of Directors may determine.

## **Article V. Contracts, Checks, Bank Accounts and Investments**

**Section 1. Checks, Notes and Contracts** The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized in the Association's behalf to sign bills, notes, acceptances, endorsements, checks, releases, contracts and documents.

**Section 2. Investments** The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities as the Board of Directors may deem desirable.

### **Section 3. Financial Oversight**

- a) The Board of Directors shall provide for a Finance Committee of three individuals (other than the Treasurer) from among the members of the Association. One Finance Committee member may also be a Board member, but the other Finance Committee members shall not hold a Board position, office, or have any other executive responsibility (including committee service) in the Association. The role of the Finance Committee is, within the guidelines established by the Board of Directors, to improve the Association's financial operations, oversight and reports to members.
- b) Except for the paid professional, whose liability shall be limited to that provided in the general law applicable to that profession, the unpaid examiners shall be exempt from personal liability for any errors and omissions regarding their financial oversight.

## **Article VI Property**

**Section 1. Structures** The only permissible structures are single family detached residences of conventional structure, including any accessory building that is incidental to the main building.

**Section 2. Conduct of Business** No business of any nature shall be conducted on or from the premises of any Van Buren structure or lot, involving advertising, [business address listing,] or calling in person on Van Buren Point grounds by customers or potential customers.

Solicitations of business from Van Buren Point residents by any Association member or non- member for any purpose is prohibited. The exception will be the visit of a sales person on a requested call [be] by a member for the purpose of discussing a potential purchase or service including farm products. Fund raising activity by and for Van Buren Point on the part of the Women's Association and the Van Buren Point Association is excepted.

Signs, in or on any Van Buren Point properties or structures, advertising products, merchandise or stores are prohibited. Exceptions to this regulation include a single sign on a property (and on that property only) for sale or rent, not exceeding a size established by the Board in the Rules, or signs advertising a fund raising or social activity on the part of a Van Buren Point group by and for the benefit of Van Buren Point.

**Section 3. Occupancy** Members shall not rent or allow occupancy of their residences by fraternities, sororities or similar groups.

**Section 4. Rights of Way** Members have the general permission of the Association to maintain trees, shrubs, flowers and fences within Association rights of way, subject to the determination of the Association or the Board of Directors that such use of an Association right of way is inappropriate.

## **Article VII. Office and Books**

**Section 1. Office** The office of the Association shall be located at such places as the Board of Directors may from time to time determine.

**Section 2. Books** There shall be kept at the office of the Association correct Books of account of the activities and transaction of the Association including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of the Bylaws, and all minutes of meetings of the members and of the Board of Directors.

## **Article VIII. Fiscal Year**

The Fiscal year of the Association shall be determined by the Board of Directors.

## **Article IX. Indemnification**

The Association shall hold harmless, indemnify and defend all directors and officers for any damages, claims, causes of action, or judgments of whatever nature, resulting from any acts, omissions, or negligence committed or performed in such official capacity as officer or director, except as limited by Section 721 of the Not-for-Profit Corporation Law of the State of New York or its successor statutes.

## **Article X. Amendments**

The Bylaws may be suspended, added to, or rescinded by a majority vote of the members present and voting at a lawful meeting of the Association provided that the call or notice of the meeting in writing or electronic media (if agreed to by the recipient) states that amendments to the Bylaws are to be proposed or considered and includes a copy of the present section or sections of the Bylaws and the proposed amendment or amendments.

## History of Amendments

NOTE: *[deleted text]* is in *italics* and within brackets; **added text** is in **bold** and underlined (applicable to the 1999 – 2009 amendments)

**September 4, 1999** - Article VI, Section 1 was amended as follows:

Section I. **Structures** *[House trailers, mobile homes and similar accommodations are prohibited for use as permanent or seasonal residences on Van Buren Point grounds]* **The only permissible structures are single family detached residences of conventional structure, including any accessory building that is incidental to the main building.**

Note: The foregoing is the final version of the amendment as adopted. An early version of the proposed amendment, after one or more revisions during debate, read as follows: Single family detached residences of conventional structure only and including any accessory building that is incidental to the main building are permitted. This version appeared in an earlier publication of these bylaws until the error was observed and corrected.

**September 3, 2005** - Article II, Section 7 was amended as follows:

Section 7. Dues, Assessments and Fees Members shall be required to pay annual dues and are subject to assessments, when required, to provide financing for the operation, maintenance and enhancement of the Association and its property. Dues, assessments and other fees shall be approved at a regularly scheduled meeting of the Association. The attendant motions authorizing such billing shall set forth due dates, discounts for early payment (if any) and penalties for delinquent payments. In addition to the penalty for late payment, there shall be added interest and fees and costs incurred in collection, **including any associated attorney fees.** The membership of the Association shall, from time to time, be provided with a list of delinquent members, including the amounts due from each delinquent member. The Board of Directors, shall, at its discretion, initiate legal action to obtain payment of delinquent accounts.

**September 5, 2009** - The second paragraph of Article VI, Section 2, was amended as follows:

Solicitations of business from Van Buren Point residents by any Association member or non-member for any purpose is prohibited. The exception will be the visit of a sales person on a requested call be a member for the purpose of discussing a potential purchase or service including farm products. Fund raising activity by and for Van Buren Point on the part of the Women's Association **and the Van Buren Point Association** is excepted.

**August 31, 2013** – The following changes to parts of Articles II, III, IV, V, VI, X and IX were amended *as presented as of July 5, 2014 in this document*:

(Article II Section 4) At any meeting of the Association 30 members shall constitute a quorum for transaction of business.

(Article II Section 6) For any election of Directors where the number of nominees exceeds the number of vacancies, votes shall be cast using paper ballots. Ballots shall be counted by the

Nominating Committee.

(Article III Section 2) The Board of Directors shall be and is divided into three classes - Class I, Class II, and Class III. No one class shall have more than one director more than any other class. Each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which that director was elected. Each class of directors' terms shall begin and end in years different from all other classes of directors.

(Article III Section 3) Written or electronically communicated (if agreed to by the recipient) notice of the place, date and hour of any meeting shall be given to each member entitled to vote at such meeting by mailing the notice first class, postage prepaid, or by personal delivery, not less than ten nor more than fifty days before the date of the meeting.

(Article III Section 7) The Board of Directors shall hold meetings upon such dates and at such places and at such hours as the Board shall by resolution determine and, if so resolved, may vote by mail or electronic media (if agreed to by the recipient).

(Article X) The Bylaws may be suspended, added to, or rescinded by a majority vote of the members present and voting at a lawful meeting of the Association provided that the call or notice of the meeting (in writing or electronic media [if agreed to by the recipient]) states that amendments to the Bylaws are to be proposed or considered and includes a copy of the present section or sections of the Bylaws and the proposed amendment or amendments.

(Article III Section 12 c) The proposed budget of the Directors shall be posted on the outside bulletin board of the Community Center at least ten (10) days prior to the Annual Membership Meeting, and, as part of that posting, informing members how copies of the proposals may be obtained.

(Article III Section 12 f) The Board of Directors shall establish policies governing the utilization of a bidding procedure for certain contracts, and shall require each director or officer to be aware of the conflict of interest standards of New York state law, currently contained in Section 715 of the Not-For-Profit Corporation Law.

(Article IV Section 9) At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a state of the Association's accounts.

(Article VI Section 2) Signs, in or on any Van Buren Point properties or structures, advertising products, merchandise or stores are prohibited. Exceptions to this regulation include a single sign on a property (and on that property only) for sale or rent, not exceeding a size established by the Board in the Rules, or signs advertising a fund raising or social activity on the part of a Van Buren Point group by and for the benefit of Van Buren Point.

(Article IX) The Association shall hold harmless, indemnify and defend all directors and officers for any damages, claims, causes of action, or judgments of whatever nature, resulting from any acts, omissions, or negligence committed or performed in such official capacity as officer or director, except as limited by Section 721 of the Not-for-Profit Corporation Law of the State of New York or its successor statutes.

(Article III Section 12a) The Directors shall have the power to make and amend rules for their

own governance, and to fix and enforce penalties for the violation thereof, and to decide all questions not covered by the Certificate or the Bylaws.

(Article III Section 1) The affairs of the Association shall be managed by a board of Directors, consisting of at least seven but no more than eleven members, all of whom shall be owner of permanent or seasonal residences. Approval of dues, assessments, and fees and approval of any sale, hypothecation, pledging, or disposal of any Association owned real property and the annual budget and the election of Directors shall only be by vote of the membership. The Directors shall otherwise manage the business affairs of the Association in accord with New York State Law.

(Article III Section 3) Vacancies among the directors for any reason may be filled by vote of a majority of directors then in office, and the directors so elected shall serve until the next annual meeting. A newly created directorship must be presented to and approved by the membership at one of the two annual meetings.

(Article IV Section 2): Officers shall be elected at the Organization meeting of the Board of Directors from its own members. A Treasurer who is not a board member may be appointed annually by the Board, with no limits to the number of appointments, have full rights and privileges of Board membership, including a vote on the Board, and may receive compensation of full relief of Association dues. Officers other than the Treasurer shall hold office for one year or until their successors are elected.

**PLEASE NOTE:** An elected board member who serves as Treasurer may also receive compensations of full relief of Association dues (see minutes: August 31, 2013.)

(Article V Section a) The Board of Directors shall provide for a Finance Committee of three individuals (other than the Treasurer) from among the members of the Association. One Finance Committee member may also be a Board member, but the other Finance Committee members shall not hold a Board position, office, or have any other executive responsibility (including committee service) in the Association. The role of the Finance Committee is, within the guidelines established by the Board of Directors, to improve the Association's financial operations, oversight and reports to members.

(Article V Section b) Except for the paid professional, whose liability shall be limited to that provided in the general law applicable to that profession, the unpaid examiners shall be exempt from personal liability for any errors and omissions regarding their financial oversight.

**September 3, 2016** Article IV, Section 2 was amended as follows”

(Article IV Section 2) **Election** Officers shall be elected at its Organization meeting from its own members. Officers shall serve for a one-year term or until their successors are elected. Should no Board member fill the office of Treasurer, the Board may appoint an Association member in good standing to the office of Treasurer for a one-year term. No limits shall be placed on the number of appointments. The elected or appointed Treasurer may receive full relief of Association dues as compensation.

**September 1, 2018** Article II, Section 4 was amended as follows”

(Article II Section 4) **Proxies, Quorum, Adjournment of Meetings** Members may be present to vote or may vote by proxy on all issues. In addition, for the election of candidates for the Board of Directors, members may vote by absentee ballot as covered in Article II, Section 6. Proxies shall be in writing and signed, but need not be sealed, witnessed or acknowledged, and shall be filed with the Secretary at or before the meeting. At any meeting of the Association thirty members shall constitute a quorum for transaction of business. In the absence of a quorum, a majority of the members present, in person or by proxy, may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called.

(Article II Section 6) **Voting** The right to vote or hold office shall be limited to owners of permanent or seasonal residences. However, if there are multiple owners, there is a limit of one vote per residence. In addition, regardless of the number of residences owned, only one vote shall be allowed each member. For a member to vote and participate in meetings, all dues, assessments and fees must be paid fully. A member who becomes delinquent is reinstated upon payment of all indebtedness including penalties. For any election of Directors where the number of nominees exceeds the number of vacancies, votes shall be cast using paper ballots. If a member is unable to attend the meeting when candidates for the Board of Directors are elected, he/she can submit an absentee ballot. Twenty-one (21) days before the Annual Membership Meeting the ballot and directions for completion of the ballot will be posted on the Association’s official website or can be requested from the Secretary. The absentee ballot must be returned to the Secretary no later than one week before the meeting. The completed ballot shall be put in an unmarked small sealed envelope, which should be put in a larger envelope with the following information on it: date written on ballot, member’s printed name, address, date signed and signature. The Secretary shall keep a list of the members who have submitted absentee ballots and provide that list to the Nominating Committee Chairperson two (2) days before the meeting. The Secretary shall give the small sealed envelopes with the absentee ballots to the Nominating Committee Chairperson when they begin to count the ballots at the meeting. Ballots shall be counted by the Nominating Committee.

(Article III Section 6) **Nominations for the Board of Directors** Nominations for the Board of Directors shall be made by a Nominating Committee of at least three members appointed by the President for that purpose to be announced at the July Annual Membership Meeting. No member of the Nominating Committee shall be a Director, a family member of a Director, an employee of the Association, or a candidate for the Board of Directors. The Report of the Nominating Committee shall be posted on the Community Center outside bulletin board,



posted on the Association's official website, or otherwise reasonably disseminated to the members, at least thirty (30) days prior to the Annual Membership Meeting at which directors are elected.

Additional nominations may be made by any three members of the Association who are in good standing, provided the President or the Secretary is notified of this intention in writing at least twenty-five (25) days prior to the Annual Membership Meeting at which directors are elected. Such additional nominations shall be posted on the Community Center outside bulletin board, posted on the Association's official website, or otherwise reasonably disseminated to the members, promptly after receipt by the President or the Secretary.

All candidates nominated for the Board of Directors shall, prior to election, express their willingness to serve.