

Bluff Point Association
By-Laws
(Revision: 2013)

Article I: Name

Section 1: The name of the Association shall be The Bluff Point Association, hereinafter referred to as BPA.

Article II: Office

Section 1: The office of BPA shall be in the Town of Jerusalem, County of Yates, New York State. The BPA may also have offices at such other places within or without New York State, as the Board may from time to time determine or the business of the corporation may require.

Article III: Purposes

Section 1: Mission

The Mission of the BPA is to promote the common good, general welfare and quality of land and water for the residents and landowners of the Bluff Point area in the Town of Jerusalem, New York. The goal of the organization is to support improvement in the environment, cost-of-ownership of property, quality of life for all residents, enforcement and improvement of laws, housing and commercial development, and communications within the community. Updated by vote of the Board July 2006 (do we want to re-work this? Maybe incorporate into Sec.2)

Section 2: Purposes (adopted August, 1988)

1. To promote and protect the community interests of residents on the area known as The Bluff, on Keuka Lake, Town of Jerusalem, Yates County, State of New York
2. To secure by lawful means, greater economy, efficiency and enforcement of laws in local government
3. To promote the common good and general welfare of the residents of The Bluff area and the Town of Jerusalem
4. To inform the general public in The Bluff area and the Town of Jerusalem regarding the preservation of the natural resources of the community
5. To encourage the preservation of the scenic beauty of the community through enforcement of zoning regulations, thereby benefitting all members of the community
6. To inform the community about the importance of and means for conserving the natural resources of the area

7. To review zoning matters affecting the community and oppose applications for changes or variances considered detrimental to the traditions of the community
8. To encourage members of the community to participate in local civic activities
9. To protect the natural resources and environment of The Bluff area
10. To maintain and protect the quality of Keuka Lake
11. To do any other thing or act incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members except as permitted under Article 5 of the Not-For-Profit Corporation Law

Article IV: Membership

Section 1: Qualifications for Membership and Voting

1. Voting membership are limited to those whose properties are located South of 54A, between Penn Yan and Branchport.
2. Members in good standing will be acknowledged by payment of dues, which shall be determined by the Board of Directors.
3. Eligibility to vote at the Annual Meeting requires validated membership 10-50 days prior to the Annual Meeting or prior to any other voting action of the Association.

Section 2: Membership Meetings:

1. **Annual Meeting:** The Annual Meeting shall be held on the third (3rd) Saturday of July. The secretary will arrange to send the meeting time and place to every member in good standing to the address on the membership role book of the corporation. The announcement of the Annual Meeting to the membership will include the election process and any By-Laws amendments proposed by the Board.
2. **Eligible Members at the Annual Meeting:** A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made, at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting or by written proxy.
3. **Quorum:** The presence at any membership meeting of not less than one-tenth (1/10) of the Membership shall constitute a quorum and this number shall be necessary to conduct the business of the corporation;

however, a lesser number may adjourn the meeting for a period of not more than four (4) week from the date scheduled by the by-laws, and the secretary shall arrange to send notice of the re-scheduled date of the meeting to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

4. **The Vote** of a majority of members present at the membership meetings shall be the act of the members of the Association.
5. **Special Meetings:** Special meetings of the corporation may be called by the Directors. The secretary will arrange to send notice of such meeting to all members at their addresses, as they appear in the membership roll book, at least ten days, but not more than fifty days, before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom it is called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
6. **Action by Membership Outside a Meeting:** Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by a majority of members entitled to vote thereon.
7. **Proxies:** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy. Every proxy must be signed by the member or his/her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.
8. **Order of Business:** The order of business at all meetings of members shall be as follows:
 - a. Roll call
 - b. Reading of the minutes of the preceding meeting
 - c. Reports of committees
 - d. Reports of officers
 - e. Old and unfinished business
 - f. New business
 - g. Good and Welfare

h. Adjournment

Section 3: Membership Dues

1. Annual Dues shall be determined by a vote of the Board of Directors.

Article V: Fiscal Year

The fiscal year shall be from July 1 to June 30

Article VI: Board of Directors

Section 1: Management of the Bluff Point Association

1. **Members:** The BPA shall be managed by the Board of Directors which shall consist of eight directors, including the Past President, who is a non-voting member. Each director shall be at least nineteen (19) years of age and must be a member of the BPA.
2. **Election and Terms:** At each Annual Meeting of members, the membership shall elect directors for two (2) year terms, as follows: The President and two directors are to be elected in even years; the Secretary and Treasurer and two directors are to be elected in odd years. Each Director shall hold office until the expiration of the term for which the Director was elected and until the successor has been elected and shall have qualified, or until the Director's prior resignation or removal.
3. **Increase or Decrease in number of directors:** The number of directors may be changed by a majority vote of the Directors and approval by BPA membership. No decrease in number of directors shall shorten the term of any incumbent director.
4. **Newly created Directorships and Vacancies:** Newly created directorships, resulting from an increase in the number of directors and from vacancies occurring in the Board for any reason except the removal of directors without cause, may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the membership. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. **Removal of Directors:** Any or all of the directors may be removed for cause by vote of the membership or by action of the Board. Directors may be removed without cause only by vote of the membership.
6. **Resignation:** A director may resign at any time by giving written notice to the Board, the President or the Secretary of the BPA. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
7. **Quorum:** Unless otherwise provided in the certificate of incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or if any specified item of business.
8. **Action of the Board:** Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.
9. **Place and Time of Board Meetings:** The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State, as it may from time to time determine.
10. **Regular Annual Meeting:** A regular, annual meeting of the Board shall be held immediately following the Annual Meeting of the membership, at the place of such Annual Meeting of members.
11. **Notice of Meetings of the Board, Adjournment:** Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days' notice to each Director, either personally or by mail or email. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without

protesting prior thereto or at its commencement, the lack of notice to him.

12. **President:** At all meetings of the Board, the President, or in his absence, a President-pro-tem chosen by the Board, shall preside.

13. **Executive and other Committees:** The Board, by resolution adopted by a majority of the entire Board, may designate from its members an executive committee and other committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board.

Section 2: Officers

1. **Offices, Election, Term:** The Board may elect or appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office for two years. Each officer shall hold office for the term for which he/she has been elected or appointed and until his/her successor has been elected or appointed and qualified. The Treasurer shall be elected in odd-numbered years, the other officers in even-numbered years.

2. **Removal, Resignation, Salary:** Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board, in its discretion, may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary. The salaries of all officers shall be fixed by the Board.

3. **President:** The President shall be the chief executive officer of the BPA (corporation). The President shall have the general management of the affairs of the BPA and shall see that all orders and resolutions of the Board are carried into effect.

4. **Vice-President(s):** During the absence or disability of the President, the Vice-President, or if there are more than one, the executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

5. **Treasurer:** The Treasurer shall have the care and custody of all the funds and securities of the BPA (corporation), and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect. The Treasurer shall, when duly authorized by the Board, sign and execute all contracts in the name of the Corporation when countersigned by the President; shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board and shall be countersigned by the President. The Treasurer shall at all reasonable times exhibit the Corporation books and accounts to any Director or Member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate year, the Treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the President, and shall present such audit in writing at the Annual Meeting of the Membership, at which time also presenting an annual report setting forth, in full, the financial conditions of the BPA (corporation).
6. **Assistant Treasurer:** During the absence or disability of the Treasurer, the Assistant-Treasurer, or if there are more than one, the one so designated by the Secretary or by the Board, shall have the powers and functions of the Treasurer.
7. **Secretary:** The Secretary shall keep the minutes of the Board of Directors and also the minutes of the Membership. The Secretary shall have the custody of the Seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board may direct; shall attend to such correspondence as may be assigned and perform all the duties incidental to the office.
8. **Assistant Secretaries:** During the absence or disability of the Secretary, the Assistant Secretary, or there are more than one, the one so designated by the Secretary or by the Board, shall have all the powers and functions of the Secretary.
9. **Sureties and Bonds:** In case the Board shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for

the accounting for all property, funds, or securities of the Corporation which may come into his hands.

Article VII -- SEAL

The Seal of the Corporation shall be as follows:

Article VIII --Construction

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

Article XIV -- Amendments

The By-Laws may be adopted, amended or repealed by the Membership at the time they are entitled to vote in the election of Directors. By-Laws may also be adopted, amended or repealed by the Board of Directors, but any By-Laws adopted, amended or repealed by the Board may be amended by the Members entitled to vote thereon as herein provided.

If any of the By-Laws regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the Membership, for the election of Directors, the By-Laws so adopted, amended or repealed, together with a concise statement of the changes made.