

# CONSTITUTION AND BY-LAWS

As amended July 4, 2021

## Article I

### Section 1.

The official name of the organization shall be "AuSable Acres Property Owners Association, Inc. As stated in the duly filed Certificate of Incorporation in the State of New York.

## Article II

### Section 1.

The purpose of the Association is to promote the use, enjoyment and living conditions in the residential area known as AuSable Acres, Jay, New York. The Association is a nonprofit corporation. The Association will conduct its affairs for the purpose for which it was formed utilizing all powers accorded it by its certificate of incorporation.

## Article III

### Section 1.

Regular membership is open to property or home owners in AuSable Acres. There shall be one (1) vote per member representing their properties as a whole (limited to one member per home or lot). No individual or corporation may exercise more than one vote, though they own more than one lot or house.

### Section 2.

An Associate Membership (not to exceed 20% of the whole membership) is also available to year round renters who lived in the Acres at least two years and have been recommended by at least two regular members in good standing. Association members will pay the same dues as home owning regular members. Associate members will have the same privileges as regular members except serving on the Board of Directors, though they may serve on committees.

## Article IV

### Section 1.

A Board of Directors composed of nine (9) members shall be responsible for and have the authority to conduct business affairs of the Association and represent the Association in all matters that are in the furtherance of the Association.

### Section 2.

The Board of Directors shall elect from its members a President, Vice-president, Treasurer, Secretary and any other officers it deems necessary to carry out the affairs of the Association. These officers shall serve at the pleasure of the Board of Directors Authority and responsibility of these officers shall be fixed by the Board of Directors unless otherwise specified in the bylaws.

### Section 3.

The President shall preside at all meetings of the Association and at the meetings of the Board of Directors. The President will appoint committees and committee chairpersons from the membership at large, as needed by the Association subject to approval by the Board of Directors.

### Section 4.

A nominating committee, appointed by the President before the July annual meeting of the Association, shall select a candidate who is willing to serve for each opening on the Board of Directors for the subsequent year and present such candidates for election at the Annual Meeting. Nomination may also be made from the floor for candidates who are willing to serve on the Board of Directors.

### Section 5.

Members of the Board of Directors shall serve a term in office of three (3) years beginning on the date elected at the Association Meeting in July. Three (3) members of the Board of Directors will be elected at each annual meeting.

### Section 6.

Separate balloting will be held for each opening on the Board of Directors. The candidate who receives the most votes, deemed elected.

### Section 7.

In the event a vacancy occurs in the Board of Directors, for whatever reason, a special election for the unexpired term for the vacancy will be held at the first scheduled meeting of the membership following the existence of the vacancy.

## Article V

### Section 1.

There shall be two (2) scheduled meetings of the members of the Association held:

- (1) July-over the holiday period of the July 4th weekend
- (2) Fall Meeting between Labor Day and Thanksgiving

### Section 2.

These scheduled meetings shall be called by the Board of Directors through its president.

**Section 3.**

Special meetings of the membership may be called at any time when deemed necessary by the Board of Directors through the president. Two weeks notice must be given to the membership from date of mailing of said notice to members.

**Section 4.**

No scheduled or special membership meeting shall start without a quorum of twenty (20) members in good standing and three (3) members of the Board of Directors.

**Section 5.**

An annual meeting of the Association shall be held during the Fall between Labor Day and Thanksgiving. The Board of Directors will present the financial report to membership at Fall meeting. The annual budget of the Association will be presented to the membership at the Fall meeting for its approval.

**Section 6.**

The order of business at all meetings of the Association shall be:

1. Call to order
2. Secretary's report
3. Treasurer's report
4. Adoption or amendment of bylaws
5. Election of Board of Directors (when applicable)
6. Report of the Board of Directors and Committees
7. Unfinished business
8. New business
9. Adjournment

Meetings shall be governed by Robert's Rules of Order.

**Section 7.**

The Board of Directors shall meet upon notice given by the president or by any three (3) members of the Board of Directors. No meeting shall start without the presence of at least five (5) members of the Board of Directors. Minutes of all meetings of the Board shall be kept. The Board of Directors shall meet at least four (4) times a year on dates agreed to by the Board and with at least two (2) weeks notice including immediately before the July and December annual meetings.

**Article VI**

**Section 1.**

- A. The dues for membership in the Association shall be set by the membership. Differing amounts of dues may be levied to lot owners and homeowners. Homeowners who also own lots shall only be required to pay dues as a homeowner.
- B. Owners of multiple homes shall pay dues for and receive a membership card for each residence they own. The privilege of using AAPOA amenities (i.e., tennis court, trails, river access points, and lake front recreation area) extends only to the occupants, whether owners or guests, of homes for which annual dues have been paid in full. Those using any AAPOA amenity must carry the membership card issued for the home they occupy when so doing; membership cards are not transferable from one residence to another. Owners who have not paid dues for a given property cannot advertise, allow, or in any way suggest to guests staying at that property that they have lawful access to any AAPOA amenity.
- C. Dues will be levied on an annual basis. Dues must be paid before the call to order of the scheduled July meeting. Failure to pay dues by that date shall result in suspension of membership and voting rights until dues are tendered. Members having more than 1 membership card have only 1 vote at AAPOA meetings.

**Article VII**

**Section 1.**

Amendments to these bylaws or proposals to delete or add new bylaws shall be submitted in writing subscribed to by not less than twenty-five (25) members to the Board of Directors, at least forty-five (45) days before the next scheduled meeting of the membership, whereupon the bylaw will be placed before the membership for adoption by a majority vote of the members present or represented by proxy at that meeting. Alternately, amendments may be proposed directly by the Board of Directors at a meeting of the general membership, whereupon it will be placed before the membership at the next general meeting for adoption by a majority vote of the members present or representative by proxy at that meeting. In either case, proposed amendments will be published in the Association newsletter mailed at least three weeks before the vote and proxies will be permitted. The proxies must be mailed at least one (1) week before the meeting. \*\* Note: Per the settlement of JLKN vs. AAPOA, any further amendments require their approval.