

BUTTERFIELD LAKE COTTAGE OWNERS ASSOCIATION, INC.

BY-LAWS

June 27, 2015 Revision

ARTICLE 1

MEMBERSHIP

Section A – Qualifications for Membership:

1. Any person of legal voting age who owns property either abutting on Butterfield Lake or that has a right-of-way to the lake.
2. All persons meeting the qualifications of paragraph A.1 whose dues are paid shall be members of the Association.
3. Each member is entitled to one vote (Joint ownership, multiple lots, or clubs constitute one vote.)
4. Absentee votes can be made by authorized proxy, per procedures established by the Board of Directors.

Section B – Associate Membership:

1. Persons having a concern for the welfare of Butterfield Lake, but not meeting the qualifications of membership as stated in Section A above, may hold Associate Membership.
2. Qualifications for Associate Membership
 - a. Must be of legal voting age.
 - b. Pay annual dues as established by the Association.
3. Associate Members are not entitled to vote.

Section C – Dues:

1. The annual dues for membership shall be an amount established by the membership at an annual meeting.
2. The Association's fiscal year for accounting purposes shall run from January 1 to December 31.

ARTICLE II

MANAGEMENT OF ASSOCIATION

Section A – Officers:

1. **Titles:** The officers of this Association shall be President, Vice President, Secretary, and Treasurer.
2. **Election and Tenure:** The term of office for the officers shall be two (2) years. Officers shall be elected at a meeting of the Association membership.
3. **Officers Duties:**
 - a. **President –** The President shall preside and set the agenda for all meetings of the directors or members. The President shall direct the business of the Association subject to the approval of the Board of Directors. Duties shall include:
 - Set the agenda of all official meetings of the Association
 - Preside over all official meetings
 - Direct the business of the Association (subject to approval of the Board of Directors)
 - Assign ad hoc committees, as required, to complete tasks relating to operation of Association activities
 - Ensure an annual audit of Association financial records is completed by two Board members other than the Treasurer
 - Assist in preparations for the annual Association Picnic.
 - b. **Vice President –** The Vice President shall perform all the duties of the President in his absence or incapacity and perform such duties as may be delegated to him/her by the Board of Directors. Duties shall include:
 - In the President's absence, perform the President's duties
 - Perform duties as delegated to him/her by the Board
 - Ensure Butterfield Lake cottage owners rosters are maintained and updated at least semi-annually
 - Assist in preparations for the annual Association Picnic.
 - c. **Secretary –** The Secretary shall keep the minutes of the Association Annual, Special, and Board of Directors meetings. The Secretary shall also provide, notices of upcoming meetings, and be custodian of all the records of the Association, except for financial records. Duties shall include:
 - Keep minutes of all official meetings
 - Provide notices of upcoming Board of Directors meetings to those involved (email or phone)
 - Keep the annual Calendar of Events for the Association
 - Lead the preparation of the BLCOA Newsletter (Spring and Fall)

- Make official mailings to the Association members
 - Maintain a Post Office Box for the Association
 - In conjunction with the Treasurer, keep track of annual Association memberships
 - Obtain, fill out, and mail forms for BLCOA participation in the annual NYSFOLA Conference
 - Manage a review and update to the Association Constitution and By-Laws when needed or on at least a five-year basis
 - Assist in preparations for the annual Association Picnic
 - Keep a list of Board members and their contact information.
- d. Treasurer – The Treasurer shall have the custody of and be responsible for all Association funds and financial documents. The Treasurer shall collect members' dues and keep proper financial records that are subject to annual audit. Current reports of Association finances shall be made at each meeting. He/she shall deposit all funds in a bank account(s) and all statements shall be sent to the Treasurer. All disbursements of funds shall be signed by the Treasurer and/or his/her backup. In the Treasurer's absence or inability to perform, these duties shall be performed by another member of the Board of Directors. Duties shall include:
- Collect and track annual membership dues payments
 - Collect and track money from fund raising events such as the annual picnic
 - Track money from the annual fishing derby (if held)
 - In conjunction with the Secretary, keep track of annual Association memberships
 - Provide financial reports at each official Association meeting
 - Pay all Association bills and donations
 - Maintain a bank account for the Association; ensure that a back-up Board Member with signature authority is designated/registered for use of the account
 - Keep the financial records of the Association
 - Participate in the annual audit of the Association financial records
 - Prepare and submit proper state and federal tax forms as required
 - Assist in preparations for the annual Association picnic.

Section B – Board of Directors:

1. There shall be a minimum of five elected Directors. The President is a Director until a successor is elected. The President then becomes a permanent Director, of which there will be no more than four permanent Directors at a time.

2. Election and Tenure: Directors shall normally be elected at a meeting of the Association membership. The Director's term shall be 3 years. If a vacancy occurs in the Board of Directors, it may be filled by a majority vote of the remaining Directors at any regular or special meeting of the Board.
3. Current elected officers shall be members of the Board of Directors.
4. Members of the Board will assist the Association officers in determining the direction and activities of the Association to fulfill its objectives. Duties shall include:
 - a. Participate in ad hoc committees and perform duties as delegated to him/her by the Board
 - b. Assist in preparations for the annual Association Picnic and annual Association meeting
 - c. Participate in Association activities including water testing as required.

Section C – Nominating Committee:

1. A Nominating Committee will be established by the President by appointment of an officer or Director who shall:
 - a. Act as chairperson of the nominating committee
 - b. Convene a nominating committee meeting prior to the annual meeting of the Association; the meeting can either be face-to-face or virtual. The committee will nominate a slate of Officers and/or Directors to replace those whose terms are ending at the annual meeting
 - c. All Directors are members of the nominating committee. Other Association members can provide inputs to the committee if they desire.

Section D – Management:

1. The Board of Directors is responsible for the management and control of all business and policies of the Association.
2. Committees:
 - a. The Board of Directors may establish committees as required to assist in meeting the objectives of the Association
 - b. Committee members may include both Board members and other members of the Association
 - c. The President shall appoint a chairperson for each committee.

ARTICLE III

MEETINGS

Section A – Annual Meeting:

1. The Annual meeting of the Association shall be held on the first Saturday in July for election of officers and/or approval of changes to the Association Constitution.
2. The nature of the meeting will be as follows:
 - a. Transacting essential Association business
 - b. Acquainting members with current conservation issues pertinent to the interests of the Association
 - c. Discussions on protection of the natural resources of Butterfield Lake
 - d. Disseminating pertinent Association information to members present.

Section B – Annual Picnic:

1. The Association will hold an Annual Picnic for Butterfield Lake cottage owners during July or August.
2. The Picnic will mainly be a social event but can also have a special meeting of the Association, if needed.

Section C – Board Meetings:

1. The Board of Directors shall meet at least three (3) times a year for the transaction of all business essential to the operations of the Association. The membership shall be informed of any action taken in the Spring or Fall newsletter to members.

Section D – Special Meetings:

1. Special meetings of the Association membership may be called at any time by the Board of Directors or the President.
2. Special meetings of the Board of Directors may be called by the President or on the request of three (3) Directors.

Section E – Quorums at Meetings:

1. At all meetings of members, 20% shall constitute a quorum for transacting business except for amending the Constitution which requires 51% of the membership in person or by proxy.
2. At all Board of Directors meetings, 50% shall constitute a quorum for transacting business, except for changing the By-Laws.

Section F – Parliamentary Authority

1. “Robert’s Rules of Order” shall govern the proceedings of all meetings, except where they conflict with the Constitution or By-Laws of the Association.

ARTICLE IV

AMENDMENTS

Section A – Changes to the Constitution

1. Proposed changes to the Constitution shall first be approved by the Board of Directors.
2. Association members shall be informed in writing (newsletter or email) of proposed changes to the Constitution at least two weeks in advance of the Association meeting where the vote will take place.
3. Approval of a Constitution change requires 75% of the votes cast.

Section B – Changes to By-Laws

1. Proposed changes to the Association By-Laws shall be approved by the Board of Directors.
2. Board members shall be informed in writing (letter or email) of proposed changes to the By-Laws at least two weeks in advance of the Board meeting where the vote will take place.
3. Approval of a change to the By-Laws requires approval by 75% of the Directors.

ARTICLE V

DISSOLUTION

In the event of dissolution of the Association, all of the remaining assets and property of the Butterfield Lake Cottage Owners Association, Inc. shall, after payment of necessary expenses, be distributed to such organizations as shall qualify under Section 501 C (4) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent laws) and are members of the New York State Federation of Lakes Associations (NYSFOLA), after approval by a court of competent jurisdiction within the State of New York.

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