

BRANTINGHAM COMMUNITY ASSOCIATION, INC.

BY-LAWS*

ARTICLE I – NAME

Section 1. The name of this organization shall be the BRANTINGHAM COMMUNITY ASSOCIATION, INC., herein referenced as “BCA”, or as the “Association.”

Section 2. The Association is a Type A Corporation formed under section 402 of the Not-For-Profit Corporation Law of New York State.

ARTICLE II – TERRITORY

Section 1. The territory of the BCA shall be all of the real property located in the Community of Brantingham Lake, Town of Greig, County of Lewis, State of New York.

This area shall be divided into these eleven (11) geographical districts:

1. South shore, extending from cottage #1 to and including cottage #14, and from cottage #221 to and including cottage #243, and including the channel lots.
2. West/North shore-A, extending from cottage #15 to and including #43, as well as Round Island.
3. West/North shore-B, extending from cottage #44 to and including cottage #79.
4. North shore, extending from cottage #79A to and including cottage #117.
5. East shore-A, extending from cottage #118 to and including cottage #152A, as well as Dark Island.
6. Long Point, extending from cottage #153 to and including cottage #183.
7. East shore-B, extending from cottage #183A to and including cottage #220.

*Revised and adopted by BCA Board

8. Lily Pond
9. Lake of the Pines
10. Pleasant Lake, extending from cottage #PL-1 to and including cottage #PL-48.
11. Burr Pond, Long Pond, Dwyer Pond, and other adjacent areas.

ARTICLE III – OBJECT

Section 1. The BCA is organized for the following purposes:

- A. To exercise, promote, and protect the privileges and rights of its members.
- B. To foster a healthy interest and active participation in the affairs of the Brantingham area Community by its members.
- C. To protect and improve the nature and physical environment in and about the lands and waters of the Brantingham area Community, for purposes of social, leisure, and physical activities for its members.
- D. To assist in the representation of its entire membership in governmental matters of general interest, e.g.: taxation, zoning, and the water control District.
- E. To provide for the mutual assistance, enjoyment, and improvement of its members socially, physically, and educationally, through activities, recreation, and informative meetings and correspondence.
- F. To do anything incidental to or connected with the prior purposes, but not for the financial profit or gain of its members, Directors, or Officers except as permitted under Article 5 of the Not-For-Profit Corporation Law.
- G. To do all things permitted under the statutes of the State of New York as provided for in the Certificate of Incorporation of the BCA.

ARTICLE IV – MEMBERSHIP

- Section 1. There shall be two (2) classes of membership: Active and Associate.
- A. Active members shall be any family members who own real property in the Brantingham area Community, whose membership has not be denied or revoked by the Board of Directors, and whose membership dues are current.
 - B. Associate members shall consist of any other interested persons who have been approved for BCA membership by the Board of Directors.
- Section 2. All members shall be required to subscribe to and abide by the purposes of the BCA, as set forth in its Certificate of Incorporation and its By-laws, and to abide by rules and regulations adopted by its Board of Directors.
- Section 3. Any member may be expelled, after due notice and an opportunity to be heard, by affirmative vote of the Directors present at any meeting of said Board on a good and sufficient cause for failure to adhere to the purposes of the BCA, and/or failure to abide by the Association's rules and regulations.

ARTICLE V – MEMBER VOTING

- Section 1. Only an active member in good standing shall have the right to vote.
- Section 2. In the case of a family having more than one active member, only one person in said family shall be eligible to vote.
- Section 3. All membership voting shall be by majority vote of active members represented.
- Section 4. If a member is unable to attend a membership meeting, they may send a proxy, or submit in advance a written and signed vote on any matter to be voted on.

Section 5. An active member in good standing may bring any matter relevant to the Association, to the Board of Director's Meetings, to be voted on by said Board.

ARTICLE VI – MEETINGS

Section 1. The early Summer Membership Meeting shall be held every year in June. The official members' "Annual Meeting" of the Association shall be held every year in August. The exact dates of these will be published in the Spring Newsletter.

Section 2. The Board of Directors may provide for holding additional membership meetings when they consider it necessary or desirable.

Section 3. Notice of all Board of Directors Meetings and of additional Membership Meetings shall be prominently posted at least two (2) weeks in advance. Meetings on urgent issues or crises will not require postings of two (2) weeks in advance.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The government of the Association and direction of its work and control of its property shall be vested in a Board of Directors. The members of the Board of Directors shall be active BCA members in good standing.

Section 2. The Board of Directors shall consist of all of the Directors and all of the Officers. There shall be one Director from each of the districts set forth in Article II. The Board has the option of also appointing an "At-Large" Director.

Section 3. The term of office of each of the Directors shall be for two (2) years. The terms for the odd numbered geographical districts' Directors (per Article II) shall expire in the odd numbered years, with the others in the even numbered years. An annual election

shall be held to replace those Directors whose terms have expired, or to fill any vacancies that have occurred and remain unfilled at the time of the election of said member of the Board. All elections of members of the Board of Directors shall take place at the Annual Meeting of the Association. There is no limit to the number of terms a Director may serve.

Section 4. The Board of Directors shall have the power to fill all vacancies on the Board.

Section 5. For any matter requiring an approval of the Board of Directors, there shall be a quorum of at least half of the current Board members in good standing present or represented. Any Board member who is not able to attend a Board meeting may send another BCA member in good standing, or submit a written position on any matter before the Board. Proxy or written positions will count towards the quorum. A majority vote of Board members represented will constitute Board approval.

Section 6. A Board member who is absent from two (2) consecutive meetings of the Board of Directors without advance notification and good cause shall be considered as having resigned from the Board of Directors and shall be replaced by said Board after notice and an opportunity to be heard.

Section 7. The Board of Directors shall meet at least (3) times per year and at such other times as shall be determined by the Board of Directors or by the President.

Section 8. Any Board member is subject to removal by the Board of Directors for good cause, after proper and due notice to such Board member. For such a removal there must be a majority vote of all Board members, including those represented.

ARTICLE VIII – OFFICERS OF THE ASSOCIATION

- Section 1. The Board of Directors may choose a Director to fill the position of an Officer. The Board and the Executive Committee, made up of elected Officers, shall have the power to appoint and dissolve committees.
- Section 2. The Vice President and Secretary terms shall expire at the Annual Meeting of even numbered years. The President and Treasurer terms shall expire at the Annual Meeting of Odd numbered years.
- Section 3. In addition to the responsibilities specified below, each Officer should perform whatever duties as may be incidental to their office. Likewise, each Officer should perform whatever other duties they may deem likely to increase the usefulness and effectiveness of the Association, subject to the direction and authority granted them by the Board of Directors.
- Section 4. The President shall preside at all of the member meetings of the BCA, and of the Board of Directors. The President will oversee the activities of other Officers. The President shall be responsible for writing an annual newsletter which shall discuss: the state of the Association, the schedule of its two regular meetings, and any other matters of interest to members. This newsletter will be sent to all members in good standing in the spring of each year. If there are sufficient matters of interest to report, the President shall also be responsible for writing a similar Fall newsletter.
- Section 5. The Vice-President shall perform the duties of the President in any situation where the President is unable or unwilling to perform them. Additionally, the Vice-President is designated as the BCA's governmental representative.

- Section 6. The Treasurer shall receive and disperse the funds of the Association and shall keep all monies of the Association deposited under its name in such Bank(s) as shall be designated by the Board of Directors. The Treasurer and the President shall be signatories on this account. At every Board Meeting, or upon their request, the Treasurer shall make reports to the Board of Directors, and at every Member Meeting, shall update the members as to the financial status of the Association. The Treasurer shall prepare a detailed statement of the Association's prior year's income and expenses, which will be mailed to all members along with the Spring Newsletter. The Treasurer shall be covered by an acceptable, reasonable bond.
- Section 7. The Secretary shall conduct the official correspondence and communications of the Association and maintain accurate records of the Association, its Board, and its Committees. The Secretary shall keep written records of the minutes of all Association meetings (Board and Member), which records are open to inspection by any member in good standing. The Secretary shall give adequate notice of any meetings of the Board of Directors to each member of the Board. The Secretary will post public notices regarding meetings.
- Section 8. At the expiration of their term of office, the prior Officers shall deliver to the newly elected/appointed Officers of the Association, all books, correspondence, papers, and other property of the Association.
- Section 9. The Board of Directors shall have the authority to create additional Officer(s) as from time to time it may deem necessary.

ARTICLE IX – ELECTIONS AND APPOINTMENTS

- Section 1. The Officers and Directors shall be elected persons. All elections shall take place at the Annual Meeting of the Association, or as specified below. The President, with the approval of the Board of Directors, must appoint a nominating committee of members in good standing, to present a slate of Officers and Directors to be voted upon at the next Annual Meeting, to fill any terms of office that are due to expire. This slate must be prominently posted at least forty (40) days before the date of the Annual Spring/Fall Meeting.
- Section 2. Additional nominations for Officers or Directors can be made if a candidate: a) is an active member in good standing of the Association, b) owns property in the geographical district defined herein that they desire to represent, and c) has a written petition endorsing their candidacy signed by at least 10% of the members in good standing in that district (or entire Association for an Officer's position). The candidate must notify the Secretary of their intent to run for a position at least thirty (30) days before the Annual Meeting. The petition must be presented to the Secretary at least twenty-one (21) days before an Annual Meeting.
- Section 3. If a Director's position is contested, then the Secretary will mail out (or have delivered) a list of all candidates to the members in good standing in that District, at least fourteen (14) days prior to an Annual Meeting. All members from that district who wish to vote must submit their signed, written ballot to the Secretary no later than three (3) days before an Annual Meeting. To be elected a candidate must

receive a majority of votes from responding members. If no majority is received, the Board of Directors will appoint a new Director for a one-year term. The specific vote of all members will be kept confidential.

Section 4. If an Officer's position is contested the candidates will be voted on at an Annual Meeting. The Secretary will post the candidates for such positions at least three (3) weeks prior to said meeting. To be elected a candidate must receive a majority of votes from attending or represented active members. If no majority is received, the Board of Directors will appoint an Officer for a one-year term.

Section 5. The persons so elected or appointed, shall take office immediately, and shall hold office as herein provided.

ARTICLE X – DISSOLUTION

Section 1. Upon dissolution of the BCA, all funds remaining after paying all outstanding liabilities shall be donated to the 3-G Volunteer Fire Department.

ARTICLE XI – AMENDMENTS

Section 1. All proposed amendments to these By-laws shall first receive the approval of the Board of Directors.

Section 2. These By-laws may be amended or altered by the active members at any membership meeting, provided notice of the proposed change(s) shall be prominently posted, not less than two (2) weeks prior to such meeting.

ARTICLE XII – OTHER NOTES

- Section 1. The proceedings of all Association membership and Board of Directors' Meetings, shall be governed and conducted according to the general spirit of the latest edition of ROBERT'S MANUAL OF PARLIAMENTARY RULES.
- Section 2. All postings referenced herein shall be prominently displayed (where possible) in the local Post Office and in local commercial establishments.
- Section 3. Any terms, conditions, or provisions of these By-laws that may possibly be found to be inappropriate, invalid, etc., shall not affect any other term, conditions, or provisions of these By-laws.

Article VIII, Section 2 was amended on August 22, 2009 at the annual BCA dinner meeting.

Tony Andre called for the motion, Cindy Obernessor seconded the motion and the vote was unanimous