

# **BAYBERRY COMMUNITY ASSOCIATION**

## **BY-LAWS**

**Revised: June, 2010**

# **BAYBERRY COMMUNITY ASSOCIATION**

## **BY-LAWS**

### **TABLE OF CONTENTS**

<b>Article I – Designation and Purposes of the Association -----</b>	<b>Page 1</b>
<b>Article II – Membership -----</b>	<b>Page 1</b>
<b>Article III – Government -----</b>	<b>Page 2</b>
<b>Article IV – Meetings -----</b>	<b>Page 2-3</b>
<b>Article V – Selection of Officers and Representatives -----</b>	<b>Page 3-5</b>
<b>Article VI – Duties and Powers of the Board of Directors -----</b>	<b>Page 5</b>
<b>Article VII – Duties of the Officers and Representatives -----</b>	<b>Page 5-6</b>
<b>Article VIII – Dues and Fiscal Policies -----</b>	<b>Page 6-7</b>
<b>Article IX – Committees -----</b>	<b>Page 7</b>
<b>Article X – Representation of the Association -----</b>	<b>Page 7</b>
<b>Article XI – Revision -----</b>	<b>Page 8</b>

**BY-LAWS**  
**OF THE**  
**BAYBERRY COMMUNITY ASSOCIATION, INCORPORATED**

**ARTICLE I**

**DESIGNATION AND PURPOSES OF THE CORPORATION**

- Section 1: This Corporation will be known as the Bayberry Community Association, Inc., a non-profit community organization and tax-exempt under the Section 501 (c) (4) of the Internal Revenue Code.
- Section 2: This corporation performs its activities and conducts its programs in the area known to the corporation as the Bayberry Community, located in the Town of Clay, County of Onondaga, State of New York, encompassing the housing developments shown on the town of clay maps as:
- Bayberry (Cranbrooks I, II, III), Kalview Park, Woodgate and Berkshire Estates, Bisson Acres, Lynelle Meadows, Bel Harbor, and Riverview Terrace.  
A map of the Bayberry Community is attached hereto as Appendix A.
- Section 3: The word "Association" when used hereafter in the By-Laws shall refer to the Bayberry Community Association, Inc. The word "member" when used hereafter shall refer to members of the Association.
- Section 4: The purpose of the Association shall be:
- a. To encourage a higher regard for the Bayberry Community
  - b. To promote those causes and any actions which will contribute to the welfare of the Bayberry Community
  - c. To keep members informed of any activities or legislation affecting them and their families.
  - d. To encourage and effect social activities
  - e. To advocate and pursue the maintaining of a favorable residential atmosphere within the boundaries of the Bayberry Community.

**ARTICLE II**

**MEMBERSHIP**

- Section 1: Membership in the Association is open to adults over eighteen (18) years of age residing in a one-family house in the area known as the Bayberry Community.
- Section 2: Each member household of the Association shall be entitled to a vote for each member, with a maximum of two (2) votes per household. At the time of joining the Association and at the time of annual renewal of membership, the voting member, or the two (2) voting members of each household shall be designated by name on an Area roster.
- Section 3: The rights and privileges of membership are established upon the payment of dues, which rights and privileges are not assignable.

## **ARTICLE III**

### **GOVERNMENT**

- Section 1:** The general management of the affairs of the Association shall be vested in the Board of Directors.
- Section 2:** The Board of Directors of the Association shall consist of the Officers, the immediate Past-President, the Representative-at-Large, Area Representatives and the Chairpersons of the following Standing Committees:  
Community Improvement and Recreation – Programs – Membership – Media/Public Relations – Historical – Town Affairs – Inter-Community Affairs – Home/School Association.
- The word “Board” when used hereafter shall refer to the Board of Directors of the Bayberry Community Association.
- Section 3:** The Officers of the Association shall be five (5) in number and consist of a President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Secretary and Treasurer. They shall comprise the Executive Committee.
- Section 4:** Areas of the Association, to be represented by Area Representatives, shall be designated as geographical zones, as shown in Appendix A, each containing approximately fifty (50) homes.

## **ARTICLE IV**

### **MEETINGS**

- Section 1:** There shall be four (4) types of meeting held by the Association, at approximate times and for the purposes established below. No two (2) or more types of meetings may be conducted concurrently.
- a. Annual Membership Meeting
  - b. Special Membership Meetings
  - c. Meetings of the Board of Directors
  - d. Meetings of the Executive Committee
- Section 2:** The Annual Membership meeting shall be held during May of each year. Notice of time and place of holding this meeting shall be distributed to each member household at least three (3) days prior to the meeting.
- Section 3:** Special Membership Meetings shall be called by the President at any time on his/her own initiative or by the President or Secretary upon written request to such officer made by at least ten (10) percent of the total qualified members or sixty (60) qualified members, whichever number is smaller. Notice of the meeting shall be distributed to each member household at least three (3) days prior to the meeting.
- Section 4:** At all membership meetings of the Association, ten (10) percent of the qualified members, or sixty (60) qualified members, which ever is smaller, shall constitute a quorum, but no quorum shall be constituted if total members present do not represent 25 percent of the total Areas of the Association at the time of the meeting. If a quorum is not present, the presiding officer may adjourn the meeting to a subsequent time and date.



- Section 5: All voting at membership meetings shall be subject to ratification by a vote of the Board, if such ratification is requested by any member of the Board.
- Section 6: Meetings of the Board of Directors shall generally be held nine (9) times each year in the months of September, October, November, January, February, March, April, May and June. The Calendar shall be set at the first meeting in the fall. Under unusual circumstances, the President, together with the concurrence of the Officers, shall designate any other date, provided that at least three (3) days notice has been given to all Area Representatives and all others concerned. The following provisions will apply at all meetings of the Board.:
- a. The presence of 25 percent of the Board shall constitute a quorum.
  - b. Qualified members of the Association and invited guests may attend meetings of the Board, but in parliamentary proceedings requiring votes of any nature, shall not be authorized a vote. They may, however, enter into discussions and present their views on matters of concern to the Association.
- Section 7: Meetings of the Executive Committee shall convene at the call of the President of the Association, or any other Officer then acting in the capacity of the President.
- Section 8: At all meetings of the Association, the order of business shall be as follows:
- a. Reading of the minutes of the immediate prior meeting for information and approval
  - b. Reports of Officers
  - c. Reports of Committees
  - d. Unfinished business
  - e. New business
  - f. Nomination of Area Representatives, if required
- Section 9: "Robert's Rules of Order, Revised" shall be the governing standards for this Association in all cases to which they are applicable and in which they are not inconsistent with the By-laws. In case of dispute on parliamentary procedure, the President will render a decision on the issue. If unanimous agreement does not exist among the members of the Board as to the validity of the ruling, the 1<sup>st</sup> Vice president or, in his/her absence, a member of the Board designated by the President will be asked to retire from the meeting for a review of the technical point of order, and the item of business shall be tabled until a report is rendered.

## **ARTICLE V**

### **SELECTION OF OFFICERS AND REPRESENTATIVES**

- Section 1: The Officers of the Association shall be elected at the Annual Membership Meeting, except as specified below. Each Nominee for the election shall be a member of the Association.
- Section 2: Nomination of Officers:
- February – A nominating Committee and Chairperson will be appointed by the President to select a slate of officers for each open office. Notice of the Special Membership Meeting in March for the purpose of nominating candidates for office will be placed in the February newsletter and on the website.

March – A Special Membership Meeting of the Association will be called. The slate of officers will be presented at the Board meeting. Additional nominations may be made from the floor.

April – The slate as finalized will be presented to the Board. The Secretary shall forward to the BCA News Editor the list of nominees, notice of the place of balloting and the day and hour on which polls will close, not more than three (3) days after this meeting, for publication in the April BCA News, and on the website with a printed ballot. Sealed ballots may be sent to the Secretary or Area Representative or brought to the Annual Membership Meeting to be held in May.

Section 3: Balloting: All written ballots shall be handed in at the Annual Membership Meeting of the Association. Ballots may be delivered to this meeting by voters in person, or by a member representative of the voters. Blank ballots shall be available at the meeting. The President will announce closure of voting. All ballots shall be validated by the treasurer and members of the Board as designated by the President. All ballots must be collected before any ballots are tallied. Members of the Nominating Committee will tally the ballots. Once the tally has started no additional ballots will be accepted. The Secretary shall announce the results of the balloting at the conclusion of the meeting. The newly elected Officers shall assume their duties on July 1<sup>st</sup>.

Section 4: Plurality and Tie vote: A nominee receiving a plurality of the votes cast shall be elected. In case of a tie vote for any office, there shall be a run-off election at the next Board Meeting. Ballots will be distributed to all members. The same conventions that apply to the regular counting of ballots (Article V, Section 3) shall apply.

Section 5: Failure to hold Elections: If for any reason, the annual election is not held as required, the Board shall take necessary steps to provide for the election of Officers within the first fifteen (15) days of June.

Section 6: Appointment of Area Representatives: Area representatives shall be nominated from the floor and appointed by the Board. They shall reside in the designated Area. When there are no candidates for Representative for the Area, a non-resident may be appointed and must relinquish the position when a resident living in said Area becomes available. There will be no limit to length of service unless the representative resigns or is no longer carrying out the duties as stated in Article VII, Section 7. In such case, the Board may ask the representative to step down.

Section 7: Appointment of the Representative-at-Large: The Representative-at-Large shall be appointed by a majority vote of the Executive Committee, which appointment will be announced at the Annual Membership Meeting or at the time a vacancy occurs.

Section 8: Terms of Office: Officers of the Association shall be limited to two (2) one-year terms in succession. The Representative-at-Large shall serve for a term of two (2) years if appointed at the time of the Annual Membership meeting. No Area Representative or Representative-at-Large may, at the same time, be an Officer of the Association.

Section 9: Vacating Office: In case of vacancy of the office of President, the 1<sup>st</sup> Vice-President shall become President, and the 2<sup>nd</sup> Vice-President shall become 1<sup>st</sup> Vice-President. The Board, by two-thirds (2/3) majority vote, shall elect a new 2<sup>nd</sup> Vice-President at its next scheduled meeting. In case of vacancy of Vice-Presidents, Secretary or Treasurer, The Board shall fill such vacancies by a two-thirds (2/3) majority vote.

Vacancies among the positions of Area Representatives and Representative-at-Large shall be filled by appointment by the President, with the approval of the Board.



## **ARTICLE VI**

### **DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

- Section 1:** The Board shall have general charge and management of the affairs, funds, and property of the Association. It shall have full power and it shall be its duty to carry out the purposes of the Association in accordance with these By-laws.
- Section 2:** The Board may delegate such powers as the Board may see fit to the Executive Committee, subject, however, to the general direction and control of the Board.

## **ARTICLE VII**

### **DUTIES OF THE OFFICERS AND REPRESENTATIVES**

- Section 1:** **President:** The President shall preside at the meetings of the Association, and shall be a member, ex-officio, with the right to vote, of all committees of the Association. The President shall also, at the annual membership meeting, and at such other times deemed proper, communicate to the Association such matters as may, in his/her opinion, tend to promote the prosperity and welfare, and increase the usefulness of the Association, making suggestions therefore. In addition to the duties specified, in Article IV, Sections 3, 4, 7 and 9, Article V, Section 9, and Article VIII, Section 5, the President shall perform such other duties as are necessary and incidental to the office of the President of the Association.
- Section 2:** **1<sup>st</sup> Vice President:** The 1<sup>st</sup> Vice-President shall assist the President in every possible way and shall act in place of the President whenever the President is absent or unavailable. In addition to the functions mentioned in Articles IV and V, Section 9, the 1<sup>st</sup> Vice-President shall perform such other duties as may be requested by the President in the interest of the Association.
- Section 3:** **2<sup>nd</sup> Vice-President:** The 2<sup>nd</sup> Vice-President shall be the Chairman of the Membership Committee in addition to those functions mentioned in Article V, Section 9 and shall perform such other duties as may be requested by the President in the interest of the Association.
- Section 4:** **Secretary:** The Secretary shall keep an accurate written record of the Association proceedings. The Secretary shall render all notices to the membership, except those required by others by these By-laws. The Secretary shall maintain an up-to-date copy of the By-laws, make available for each meeting of the Board a copy of Robert's Rules of Orders, Revised (Article III, Section 9) and in addition to the duties shown in Article IV, Sections 3 and 4 and Article V, Sections 2, 3 and 4, perform other duties as may be assigned by the President.
- Section 5:** **Treasurer:** The Treasurer shall collect all dues payable to the Association. The Treasurer shall maintain an up-to-date record of Association membership. In addition to functions and duties specified in Article V, Sections 3 and 4 of these By-laws, the Treasurer shall perform other duties as may be assigned by the President.

- Section 6:**     **Representative-at-Large:** Minimal duties include:
- a. Assist the Membership Chairman during the annual Membership Drive.
  - b. Be aware of problems that arise and can be solved internally within the Association by coordinating with the Board whenever these problems are concerned with the purposes of the Association.
  - c. Assist in the recruitment of Area Representatives when vacancies exist, and report the replacement candidates to the Board.
  - d. Assist the Town Affairs Chairperson in working with Town of Clay officials with issues that affect the quality of life of Bayberry residents
  - e. Assist in coordinating the efforts of the Area Representatives concerned with the Association social activities.

- Section 7:**     **Area Representatives:** Minimal Duties include:
- a. Attend Board and Membership Meetings.
  - b. Distribute the BCA Newsletter to all the homes in their Area
  - c. Collect annual dues and submit to the Treasurer by August 15.
  - d. Distribute voting ballots to all homes in their region before the Annual Membership Meeting.
  - e. Extend a personal welcome to all families arriving as home-owners or renters within their area and explain the purposes and functions of the BCA. Provide each new family with a Welcome Packet. Encourage new residents to become active members of the BCA.
  - f. Perform such functions as may be necessary for the best possible participation by the families in their area in all social community-related service programs announced by the Association.

## **ARTICLE VIII**

### **DUES AND FISCAL POLICIES**

- Section 1:**     **Fiscal Year:** The fiscal year of the Association shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following calendar year.
- Section 2:**     **Dues:** Dues for each year shall be determined by the Board, payable to the treasurer commencing April 1<sup>st</sup> of each year. Payment of dues no later than the convening of the Annual Membership Meeting shall be a prerequisite for voting at the meeting.
- Section 3:**     **Bonding:** The President and the Treasurer shall be bonded as prescribed by law. It shall be the duty of the out-going Treasurer to secure proper bonding of the incoming President and Treasurer, and that the Board is notified of such action no later than July 1<sup>st</sup>.
- Section 4:**     **Budget:** The President shall present an annual budget to the Board at a time that will make available to the members an approved copy not later than September 30<sup>th</sup>.
- Section 5:**     **Treasurer's Report:** A written detailed report of the status of the treasury shall be given by the Treasurer at all meetings of the Board and at the Annual Membership Meeting. The Treasurer's Books shall be audited no later than July 30<sup>th</sup>. At least two (2) members of the Association approved by the Board shall perform the audit, and subsequently report its results to the Board.
- Section 6:**     **Payment of Obligations:** Payment of all non-budgeted extraordinary bills of over \$50 must be approved by the Board or by at least three (3) of the five (5) members of the Executive Committee. Bills of lesser amounts may be paid by the Treasurer at the direction of the President. The Treasurer only will issue checks, unless, due to prolonged absence, the Board authorizes the issuance of checks by another officer.



- Section 7:     Advances: On the approval of the President or the Executive Committee, an advance of not more than \$100 may be made to a Committee Chairman for necessary Association expenditures. The Treasurer shall be fully reimbursed within one (1) month of such advance, unless partial or full utilization of such advance is approved by the Board, or by three (3) of the five (5) members of the Executive Committee.
- Section 8:     Requests for Donations: Other Associations, Organizations, or groups requesting donations from the Bayberry Community Association, Inc., shall be expected to:
- a. Submit their written request to a member of the Board or:
  - b. Submit their written request in person at the time of a Board Meeting
  - c. Anticipate that their request will be considered and voted on at the next regular meeting of the Board.

## **ARTICLE IX**

### **COMMITTEES**

- Section 1:     In addition to the Standing Committees shown in Article III, Section 2, there will be a Nominations Committee consisting of members of the Board, whose duty will be to provide a slate of nominees for election. The first meeting of the committee will be called by the President at the February meeting of the Board, at which time the President will appoint a permanent chairperson of this committee.
- Section 2:     The Executive Committee shall select the "BCA Outstanding Citizen of the Year" and announce its selection at the dinner dance when appropriate or at the Annual Membership Meeting.
- Section 3:     Other necessary committees shall be created by the President, the Board, or by a majority vote at a membership meeting of the Association. The terms of service, functions and required reports of these committees shall be specified in the resolution authorizing their creation. The President shall appoint the chairperson of any of these committees.
- Section 4:     Standing Committee chairpersons will give a verbal report at each monthly Board meeting. Event chairpersons will give a verbal report as the event is being planned and a summary report after the event has taken place. All other chairpersons will give reports at Board meetings as appropriate. All Summary reports shall be submitted in writing to the Secretary to be contained in the minutes.

## **ARTICLE X**

### **REPRESENTATION OF THE ASSOCIATION**

Official representation of the Association at public meetings of external agencies or organizations shall only be made with the approval of the Board. Reports to the Association of such representation shall be made in writing to the President.

## ARTICLE XI

### **REVISION**

These By-laws supersede all previously published By-laws of the Association. They may be amended only by two-thirds (2/3) majority vote of members present at the Annual Membership Meeting, provided, however, that amendments have been previously approved by a majority vote of the Board. Written notice of proposal to amend these By-laws shall be published in the BCA News prior to the Annual Membership Meeting.

Approved: \_\_\_\_\_

*Debrah Magaw-Doh*

President

*12/20/2010*

Date

Recorded: \_\_\_\_\_

*Beverly Kenyon-Horse*

Secretary

*12/22/10*

Date

Date of approval:

Revised: June, 2010