# MARIAVILLE CIVIC ASSOCIATION, Inc.,

**MARIAVILLE, N.Y.**

**INCORPORATED May25,1960**

**by Ray Loucks**

**BY-LAWS**

# (Revised 2018)

**ARTICLE I - Name and Object**

Section 1: Name: MARIAVILLE CIVIC ASSOCIATION INCORPORATED

Section 2: Object: The object of this organization is to promote the welfare and betterment of the community at Mariaville, New York, and vicinity, and the preservation and continuance of Mariaville Lake for the use and enjoyment of members of the Association, including the power, subject to such limitations as may be prescribed by law, to invest in, incidental to, desirable for-, or necessary to maintenance of the water level and water quality of said Lake, and to do all things necessary and lawful for the accomplishment of these

purposes. This organization is not organized for pecuniary profit and no part of its earnings shall inure to the benefit of any member, director, officer or individual.

**ARTICLE II - Membership and Dues.**

Section 1. Membership. Any person desiring membership shall make application and payment of a full year's dues on or before the Annual Membership Meeting. Membership is intended for persons residing in the community at Mariaville, New York, and the surrounding vicinity.

Section 2. Owners and residents of Mariaville lakeshore property, as well 'as owners and residents of property in the immediate area of Mariaville Lake, shall be automatically eligible for membership. However, because the terms "community" and "surrounding vicinity'', as used above, are necessarily vague, when the place of residence of any person seeking membership raises a question concerning eligibility, the approval of such person's application for membership may be ruled on by the Board of Directors at a meeting of the Board following submission of the application.

Section 3. The Annual Dues shall be set by the Board of Directors. Any member failing to pay dues by August 1 in any year shall forfeit his membership.

**ARTICLE Ill-Directors**

Section 1. The general management of the affairs of the Corporation shall be vested in the Board not to exceed Fifteen (15) members, to be known as the Board of Directors.

Section 2. The Directors shall be elected to serve staggered terms of three (3) years each, with five (5) Directors serving one three-year term, five more serving the next ensuing three-year term and the final five Directors serving the next ensuing three-year term. (Not-For-Profit Corporation Law, sections 701,702, 703, 704).

Section 3. Five Directors shall be elected each year at the Annual Meeting of the Corporation to succeed those Directors whose terms have expired (Not-For-Profit Corporation Law, section 603(b). Elections shall be by plurality of the written ballots of all qualified members of the Corporation present and voting at such Annual Meeting. (Not-For-Profit Corporation Law, section 613). The term "qualified members", shall mean those persons who have paid their annual membership dues in full prior to the Annual Meeting at which the election is held. No other persons shall be eligible to vote. Nominations may be made from the floor, in addition to the nominations presented by the nominating committee, if any, but the only persons eligible to make nominations from the floor shall be "qualified members" as that term is defined above. The purpose of this section is to require written ballots and to exclude from voters, nominees and those persons making nominations from the floor any and all persons who have not paid their annual dues in full prior to the Annual Meeting at which election is held. (Not-For-Profit Corporation Law, sections 612, 613).

Section 4. Vacancies among the Directors may be filled by the Board of Directors for the balance of the year during which the vacancy occurs. However, vacancies shall be filled for the unexpired terms thereof at the next Annual Meeting after the vacancies occur, by a plurality of the votes of all qualified members of the Corporation present at the Annual Meeting. The same requirements for written ballots and for voters, nominees and for persons nominating from the floor in Section 3 above shall apply herein [Not-For-Profit Corporation Law, section 705 ( c)].

Section 5. The Board of Directors may at its discretion periodically cause the accounts of the Treasurer to be properly audited in pursuance of its responsibility for the affairs, funds, and property of the Corporation.

Section 6, Honorary Directors may be appointed by the Board from among those who have served the Association as Directors. Honorary Directors may attend meetings of the Board and speak, but may not vote. The Honorary Directors may be removed at the discretion of the Board.

**ARTICLE IV-Officers**

Section 1. The Officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer who shall be elected by a majority vote of the Board of Directors at the regular Annual Meeting of that Board to serve a term of two (2) years or until their successors are elected and qualify. The Officers so elected may be from the members of the Board of Directors or from other qualified members of the Corporation. If those persons, or any of them, who are elected Officers of the Corporation are not members of the Board of Directors, they shall be ex-officio members of the Board of Directors, but shall have no vote on matters coming before that Board, unless the Board shall expressly authorize such voting authority by appropriate resolution. Such officer or officers shall, nevertheless, have and perform all other duties as Officers at meetings of the Board of Directors. [Not-For-Profit Corporation Law, section 713 (d)].

Section 2. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President's term is (2) two years, with no term limits. He may appoint such committees as he may deem necessary and shall be an ex-officio member of all committees so appointed. He shall have such other duties as are incident to his office or may be given him by the Board of Directors. If he is not a member of the duly elected Board of Directors, he shall have no vote on matters coming before the Board, unless expressly authorized to do so by appropriated resolution of the Board.

Section 3. The Vice-President shall assist the President in discharging his duties and, in his absence, shall perform same. The term of office for the Vice President is two (2) years, with no term limits. If he is not a member of the duly elected Board of Directors, he shall have no vote on matters coming before that Board, unless expressly authorized to do so by appropriate resolution of the Board.

Section 4. The Secretary shall be responsible for all records pertaining to the membership. He shall be responsible for the issuance of notices, keep a correct list of members and their addresses, keep minutes of the meetings of the Corporation and the Board of Directors. Together with the Treasurer, he shall act as Inspector of Elections at the Annual Meeting of the Corporation for the purpose of insuring a proper counting of the ballots cast for

the various positions for which the elections are being held. The Secretary shall be elected to serve for two (2) years, with no term limits. If the Secretary is not a member of the duly elected Board of Directors, he shall have no vote on matters coming before that Board, unless expressly authorized to do so by appropriate resolution of the Board.

Section 5. The Treasurer shall have charge of the funds of the Corporation; shall collect, receive and deposit moneys belonging to the Corporation; such deposits to be made only in accordance with the direction of the Board of Directors in such bank or trust company as the Board of Directors shall determine and shall keep regular accounts and submit the same to the Board of Directors whenever required and shall prepare and submit to the Annual Meeting a report showing the financial condition of the Corporation. The Treasure, together with the Secretary, shall act as Inspector of Elections at the Annual Meeting for the purpose of insuring a proper counting of the ballots cast for the various positions for which the elections are being held. The Treasurer shall be elected to serve for two (2) years, with no term limits. If the Treasurer is not a member of the duly elected Board of Directors, he shall have no vote on matters coming before that Board, unless authorized to do so by appropriate resolution of the Board.

Section 6. In addition to the elected Officers, the Board may also appoint such Officers as it deems proper for the transaction of business of the Corporation. Such other appointed officers shall have such duties as shall be given to them by the President and Board of Directors, but they shall have no vote on matters coming before the Board unless they are also members of the Board of Directors.

. **ARTICLE V - Meetings**

Section 1. The Annual Meeting of the Corporation shall be held on the second Tuesday of July in each year or on some other date set by the Board of Directors; notice of the time and place of holding such meeting shall be directed with reasonable diligence to each member prior thereto.

Section 2. The regular annual meeting of the Board of Directors shall be held immediately after the Annual Meeting of the Corporation or as soon thereafter as may be practicable (Not-For-Profit.Corporation Law, section 603).

Section 3. Meetings other than the Annual Meeting may be called by the President or on the majority vote of the Board of Directors at any time or

when 25% of the qualified members shall make a written request to the President, therefore; and notice of such a special meeting ·shall· be given in like manner as· notice of the Annual Meeting except that such notice of the meeting shall state the purpose of which same is called.

Section 4. Fifteen percent (15%) of the total qualified membership in person or by proxy shall constitute a quorum at a meeting of the members, and eight (8) Board members in person or by written proxy shall constitute a quorum at a meeting of the Board of Directors. (Not-For-Profit Corporation Law, section 707).

Section 5. At all regular Annual Meetings, the order of business except when otherwise determined by those present, shall be:

* + 1. Reading and correction of minutes of previous minutes.
    2. Reports of Officers
    3. Reports of Committees
    4. Unfinished Business
    5. Election of Directors
    6. Miscellaneous Business ARTICLE VI - Discipline.

Section1. Any member of the Board of Directors and any Officer may be deprived of his position for conduct inimical to the welfare of the Corporation by a vote of two-thirds (2/3) of the whole number of the members of the Board of Directors. [Not-For-Profit Corporation Law, section 714 (a)]. Any director or Officer who does not notify the President or Secretary of a pending absence prior to a meeting and who has not been in attendance for at least one­ half of the scheduled Board meetings during a year shall be considered as having resigned from his position. NOTE: Emergency absences should be reported as soon as possible. The position of any Director or Officer who has not paid his annual dues by the date of the Annual Meeting of the Corporation or within a reasonable period thereafter to be fixed by the Board shall be considered vacated and the Board of Directors shall consider action to fill the vacancy at the next appropriate meeting.

ARTICLE VII -Distribution of Surplus on Liquidation

Section 1. In the event of liquidation, dissolution or other discontinuance of the business and operation of the Corporation, no surplus remaining after the payments of the just debts and liabilities of the Corporation shall be distributed to or among members of the Corporation, but the entire

amount of such surplus shall be distributed in such amounts and to charities as the Board shall by resolution direct.

ARTICLE VIII -Amendments.

Section 1. These By-Laws may be amended by a two-thirds (2/3) vote of the Directors present in person at a meeting of the Board of Directors, of which three (3) days' written notice containing the text of such amendments shall have been given to the Board members. [Not-For-Profit Corporation Law, section 602 (a), (b), (c), (e), and (f)].

ARTICLE IX- IRS Requirement for 501(c)(3) Status

Section1. To be organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that quality as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized an empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on the · propaganda, or otherwise attempting to influence legislation, and the

organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on

(a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Intern Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. (NYSDOS Amended MCA's Certificate of Incorporation March 15, 2005)