

CONSTITUTION

Article I – Organization

1. The name of this organization shall be:
Roaring Brook Lake Property Owners' Association, Inc.
2. The organization shall have a seal which shall be in the following form:

Article II – Purpose

The following are the purposes for which this organization has been organized:

1. To develop and promote the social, civic, cultural and material welfare of the property owners and of the community located at Roaring Brook Lake, in the Town of Putnam Valley, County of Putnam, and State of New York, and to maintain good neighborly relations between the said owners, and between the said community and other communities.
2. To promote the interest of the property owners in the said locality and to adopt such rules and regulations among themselves for their own conduct and their relations to each other with regard to the maintenance of their properties and the preservation of the lake and watershed, ~~to enforce any and all covenants, restrictions and agreements enforceable by the organization~~ and to take such action, as shall enable the property owners to derive a maximum of enjoyment for their said properties.
3. To take and hold by grant, gift, bequest, devise, purchase, lease or otherwise, either absolutely or in trust, any property real or personal, and to hold, invest, reinvest, manage, and administer any of its funds or properties in such manner as in the judgment of its directors will best promote its objects, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under applicable law.
4. The foregoing clauses shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York, and it is hereby and expressly provided that the said enumerated and specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and that this Corporation may do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or objects hereinabove enumerated.

Article III – Membership

1. (a) Regular membership in this organization shall be open to all who own property in the area legally designated as Roaring Brook Lake Improvement District, Putnam County, New York.

(b) ~~Full membership Voting rights for the RBLPOA Officers and Board Members~~ are limited to those regular members who have paid the established dues for the current year.

2. An associate membership shall be open to those persons renting a house in the area legally designated as Roaring Brook Lake Improvement District, Putnam County, New York. Such members shall pay those dues established for owners of lots with houses and shall have all rights and privileges of membership except for voting.

Article IV – Dues

The dues of this organization shall be due ~~no later than the first (1st) day of July each calendar year~~ each calendar year between January 1 and December 31, and shall be determined by and remain unchanged unless altered by a two-thirds (2/3) vote of the regular members present at the biennial meeting upon notice to the membership of the Association as set forth in Article V Section 5(c).

Article V – Meetings

1. The term *meeting* will refer to virtual as well as in-person meetings.

~~1.2.~~ The recording secretary or their designee shall make best efforts to cause to be mailed to every member in good standing at his/her address as it appears in the membership roll book of this organization send a notice, to be delivered by mail or email, to every member in good standing, at their address as it appears in the membership data sheet, telling the time and place of all meetings at least seven (7) days prior to said meeting.

~~2.~~ Regular meetings of this organization shall be held at such times as may be established by the Board of Directors except that between April 15th and October 31st there shall be no less than four regular meetings.

3. The biennial meeting shall be held between August 15 and September 10 in odd-numbered years, but such meeting shall be no later than Labor Day in any calendar year.

4. (a) The presence of not less than fifteen (15%) percent of the paid-up regular members as of July 1 of the previous year shall constitute a quorum for the following calendar year and shall be necessary to conduct the businesses of this organization.
- (b) If a lesser number than fifteen (15%) percent of the regular members attend a scheduled meeting, since this is not a quorum, they may adjourn the meeting for a period of not more than four (4) weeks.
- (c) The recording secretary shall ~~mail~~ or their designee shall make best efforts to send a notice by mail or email of any re-scheduled meeting to all those members not present at the originally scheduled meeting ~~and any Any~~ number of the paid-up regular members present at this re-scheduled meeting shall constitute a quorum.

5. (a) Special meetings of this organization may be called by the President when the President deems ~~s~~it for the best interest of the organization.

- (b) At the request of the majority of the members of the Board of Directors or of fifteen (15%) percent of the paid-up regular membership as of July 1 of the previous year, the President shall cause a special meeting to be called within three (3) weeks of the delivery of the request, but such request must be made of the President in writing.
- (c) Notices of such meeting shall be mailed-sent by email or mail to all paid-up members at their addresses as they appear in the membership ~~roll-book~~data base from seven (7) to fourteen (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.
- (d) No other business but that specified in the notice may be transacted at such meeting.

Article VI - Voting

1. At all meetings, all votes shall be viva voce, except that for election of officers and directors, ballots shall be provided and there shall not appear any place on such ballot any mark or markings that might tend to indicate the person who cast such a ballot.
2. At any regular or special meeting, if a majority of the regular members present so requires, a question may be voted upon in the manner and style provided for election of officers and directors.
3. At any regular or special meeting, the President shall have the right, at all times, to call for a roll call vote.
4. At all meetings, voting shall be in person and not by proxy.
5. Regardless of the number of lots or homes owned by an individual, or by an individual and another person, either jointly or separately, there shall be but one vote to the individual or the family or household.
6. At all votes by ballot, the chairman of such meeting shall immediately prior to the commencement of balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman, the results and the certified copy shall be physically affixed or scanned into the ~~minute-book~~ electronic folder ~~to~~ of the minutes of that meeting.
7. No Inspector of Election shall be a candidate for office.
8. At least forty-five (45) days prior to the biennial meeting, the President of the Association shall appoint a Nominating Committee consisting of four (4) regular members in good standing who shall prepare a slate of nominations for officers and directors to be elected at the biennial meeting. The slate shall be presented at a meeting

held prior to the biennial meeting and Nominations from the floor shall be permitted, provided the nominee receives three (3) seconds. Nominations may also be made by a petition signed by at least twenty (20) regular members in good standing and filed with the President within eight (8) days after the Nominating Committee slate has been presented. Seven (7) days prior to the biennial meeting members shall be notified by email or mail of all candidates nominated for office. There shall be no nominations from the floor at the biennial meeting.

9. Newly-elected officers and directors will take office as of thirty (30) days after the biennial meeting, but not before October 1.

10. All officers and directors must be regular members in good standing.

Article VII

The Board of Directors will establish the agenda for each meeting. All business as may properly come before the meeting shall be considered.

Article VIII – Board of Directors

1. The property, affairs, activities, and concerns of the organizations shall be vested in a Board of Directors consisting of six (6) elected regular members, together with the officers of the organization and immediate last past President.
2. The directors shall be chosen in the same manner and style as the officers of the Association, and they shall serve for a period of two (2) years.
3. The Board of Directors shall have the authority to spend up to \$750 for any one purpose without the prior approval of the membership.
4. Six (6) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be called by the President within ten (10) days prior to each regularly scheduled meeting.
5. Each director shall have one (1) vote and such voting may not be done by proxy.
6. The Board of Directors may make additional rules and regulations covering its meetings as it may in its discretion determine necessary, provided such rules and regulations do not conflict with the Constitution.
7. Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.
8. The President of the organization shall be Chairman of the Board of Directors. The Board of Directors shall select from one of the number a secretary.

Article IX – Officers

1. Only one member of a household shall be an officer and/or director of the organization at the same time.
2. The officers of the organization shall be as follows:

President
Vice President
Recording Secretary
Treasurer
Financial Secretary
Corresponding Secretary

The offices of Recording Secretary, Financial Secretary and/or Corresponding Secretary may be held by the same person. All officers shall be elected for a term of two (2) years. The President in no event will succeed himself or herself more than once and will not remain in office for more than two successive elective terms.

3. The President shall preside at all regular and special meetings. The Vice-President shall preside in the absence of the President.
4. The President shall be one of the officers who must sign all checks or drafts of the organization and shall have access to all data, books, reports and certificates as required bylaw.
5. The President shall have such powers as may be reasonably construed as belonging to the chief executive officer of any organization and each other officer shall have such powers and duties as appropriate to the office held subject to such limitations as may be placed on the officer by the Board of Directors.
6. No officer shall by reason of his office be entitled to receive any salary or compensation but nothing herein contained shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer or the reimbursement to the Corresponding Secretary for such remuneration as the Board of Directors may approve for additional and special projects performed at the direction of the Board of Directors.
7. Any officer or director may be removed for cause at a special meeting duly called for that purpose only, provided three-quarters (3/4) of the entire paid-up regular membership roll shall vote for such removal, and such vote shall be by closed ballot.
8. Should any office be vacant, the Board of Directors at their next meeting shall, by a majority of those present, fill the office for the balance of the unexpired term.

9. Any expenditure or commitment of more than \$1,500 shall require the approval of at least fifteen percent (15%) of the paid-up membership as specified in Article V Section 4 (a).

Article X – Salaries

The Board of Directors upon approval of the majority of the paid-up regular members present at a regular or special meeting, shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

Article XI – Committees

1. The President shall appoint the chairperson of all committees of this organization. The following shall be standing committees:

- (1) Beach Committee
- (2) Lake Committee
- (3) Road Committee
- (4) Constitution Committee
- ~~(5) Architectural Review Board~~ [C2]
- ~~(5) Membership Committee~~

2. The Board of Directors shall have the power to establish new permanent or temporary committees should the occasion arise.
3. The term of office of all committee chairpersons and members of a committee shall run concurrently with the term of the President, and shall terminate at the pleasure of the President.
4. The President shall be a member of all committees.

Article XII – Amendments

The provisions of this Constitution may be amended, altered, and repealed or supplemented by an affirmative vote of two-thirds (2/3) of the paid-up regular members present at the meeting called for such purposes, and the said members shall have been given notices of such proposed changes at least seven (7) days in advance of the meeting.

Article XIII -- Non-discrimination Policy: Adopted on July 15, 2016

RBLPOA does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or

military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of any staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our organization, board, staff, volunteers, subcontractors, vendors, and clients.

The RBLPOA is committed in all areas to providing an environment that is free from harassment. Harassment based upon an individual's sex, race, ethnicity, national origin or harassment of any kind is absolutely prohibited. Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature that adversely affects the person's conditions or creates an intimidating, hostile or offensive environment.