

CONSTITUTION and BY-LAWS
(The Blind Sodus Bay Improvement Association, Inc.)

Article I
NAME

The corporate name of the organization shall be The BLIND SODUS BAY IMPROVEMENT ASSOCIATION, INC.; incorporated under the laws of the State of New York with a corporate charter duly granted by the State, Wayne County, 26th of August 1961.

Article II
LOCATION

The location of the organization is in that area surrounding the body of water known as Blind Sodus Bay, an adjacent body of water tributary to Lake Ontario, and comprising lands in the Townships of Wolcott, County of Wayne, and Town of Sterling, County of Cayuga, State of New York.

Article III
OBJECTIVES, PURPOSE AND SCOPE

Section 1 The Objectives, purpose and scope of the corporation shall be:

- (a) To maintain permanent access to and egress from Lake Ontario.
- (b) To maintain proper up to date permits with NYS DEC, ARMY Corp or Engineers and all other necessary government entities
- (c) To safeguard sanitary and health conditions in the area.
- (d) To seek the extension and improvement of water and sewer lines serving the area.
- (e) To seek funding for the development and erection of a permanent opening to Lake Ontario
- (f) To maintain and develop, generally, the facilities of the area for the betterment of the organization, its members and the general public.

Section 2 The Blind Sodus Bay Improvement Association, Inc., is not organized for business purposes of pecuniary profit and no part of the dues, subscriptions or earnings thereof shall inure to the benefit of any member or individual, but shall inure exclusively to the benefit of the association as a protective and beneficent organization for the members and property owners thereof as a group.

Article IV
POWERS

This corporation may hold real estate, franchises, own property and may borrow money, issue bonds or other evidence of indebtedness and to secure same, may execute mortgages or deeds of trust upon its property, for the acquisition of any real estate or other property which may be acquired or held by it for the purpose aforesaid.

Article V
MEMBERSHIP

Section 1

Any person, business organization or corporation owning real property abutting on Blind Sodus Bay or holding right-of-way to the Bay; or person, business organization or any other organization interested in the objectives and purposes for which the association was formed may become a member of the Blind Sodus Bay Improvement Association, Inc.

Section 2

There shall be two (2) types of membership

- A. Blind Sodus Bay Riparian Membership. Blind Sodus Bay Riparian membership shall be granted to any person, organization or corporation owning or renting real property abutting Blind Sodus Bay, or holding a legal right-of-way to the Bay or renting dock space from a property owner.
- B. Blind Sodus Bay Recreational Membership. Any person, business organization or other organization that does not fulfill the Blind Sodus Bay Riparian Membership requirements shall be deemed a Recreational Member. Recreational members shall hold all of the same rights and privileges to the association that a Riparian Member has.

Section 3

All persons, firms or corporations who are members of the Blind Sodus Bay Improvement Association and whose dues are paid in full as defined in Article VI below, shall be and are members of this corporation.

Section 4

A person, firm or corporation eligible for membership, may be granted membership upon making written application to the Board of Directors, acting as a Committee on Admissions; all applications are subject to review by the committee for acceptance.

Section 5

Any member may be suspended or expelled for cause such as violation of the by-laws or rules of the association, or conduct prejudicial to the best interests of the association. A notice of such proposed action shall be served on the member personally or by registered mail at least fifteen (15) days before final action is taken thereon; said notice to contain a statement of the charges against the member and a notice of the time when and place where the Board of Directors will take action in the matter. The member shall have the right to present a defense at the time and place mentioned in such notice, and suspension of expulsion shall be had by a two thirds ($\frac{2}{3}$) vote of the Board of Directors only after such opportunity to be heard.

Article VI

DUES

Section 1

The annual dues for membership shall be seventy-five dollars (\$75.00). (Revised Effective: June, 2008.)

Section 2

The annual dues shall be come due and payable on the first (1st) day of May for that calendar year.

Article VII

MEETINGS

Section 1

The annual meeting of the association shall be held in the spring on a date determined by the Board of Directors. Notice of such meeting shall be published in the April newsletter, stating the place, date, time and purpose of the meeting. Failing such publication, notice signed by the Secretary, shall be mailed to the last recorded address of each member at least ten (10) days before the time set therein for the meeting. Such notice shall state the place, date, time, and purpose of the meeting.

Section 2

The order of business at the annual meeting of the association shall be as follows: (1) Roll Call (2) Reading of the Minutes (3) Reports of the Secretary, Treasurer, President and Standing Committees (4) Deferred Business (5) Motions and resolutions (6) General Business (7) Election of Directors.

Section 3

Special meetings of the association may be called by the Board of Directors at its discretion, and may be called by said Board upon written request of twenty (20) or more members, to consider a specific subject. Notices of any such meeting shall be given in the same manner as for the annual meeting, and no business other than that specified in the notice shall be transacted at such meeting.

Section 4

Members may attend annual or special meetings in person or by proxy, and the presence in person or by proxy of at least one tenth of the members of the corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting. In case of such adjournment the Secretary shall mail notices of the adjourned date at least three (3) days before the adjourned meeting date to all members who were absent from the adjourned meeting.

Section 5

Tellers to conduct voting shall be appointed by the President at the annual or special meeting. The number of tellers appointed shall depend on the attendance of voters at the meeting.

Section 6

Each active membership shall be entitled to one (1) vote. Any member of a firm or officer of a corporation, which holds an active membership, may represent it at any meeting.

Section 7

Any member entitled to vote, may vote by proxy. Proxies shall be in writing and revocable at the pleasure of the member executing the same. If its duration is not specified a proxy shall be invalid after six (6) months from the date of its execution.

Section 8

Any meeting of the members or of the Board of Directors shall be governed by the presiding officer; his decisions upon questions of parliamentary procedure shall govern.

Article VIII DIRECTORS

Section 1

The property, affairs, business and concerns of the association shall be vested in the Board of Directors, consisting of five (5) members. The members of the Board shall, upon election, enter upon the performance of their duties for the tenure of their elected term.

Section 2

At each annual meeting a number of directors, equal to those whose terms have expired, shall be elected for a term of one (1) year.

Section 3

The Board of Directors shall have the power to hold meetings at such times and places as they may think proper; to admit members and to suspend or expel them by ballot; to appoint committees on particular subjects from the members of the Board, or from other members of the association; to carry on the business affairs of the association; to audit bills and disburse the funds of the association; to carry on the business affairs of the association in such manner as it may deem necessary or advisable; to employ agents and carry into execution such measures as it may deem proper to promote the objectives of the association.

Section 4

The Board of Directors shall make its own rules as to the time and place of holding its meetings and notice to be given thereof.

Section 5

Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6

If any member of the Board of Directors is absent without just reason from three (3) or more consecutive meetings of the Board, his/her seat on the Board may be declared vacant by a majority vote of the remaining members of the Board, who shall thereupon proceed to appoint a new director to fill said vacancy.

Section 7

Where a vacancy occurs by death, resignation or otherwise, the same shall be filled by majority vote of the remaining members of the Board.

Section 8

An officer of the association leaving the position of officer and whose term on the Board has expired shall be entitled to serve on the Board in an advisory capacity without the right to vote for a period of one year.

Article IX OFFICERS

Section 1

The officers of the corporation shall be elected by the Board of Directors of the corporation and shall hold their offices for the term of one (1) year. The officers shall consist of a President, Vice President, Secretary and Treasurer.

Section 2

The office of the President shall be limited to three (3) consecutive one (1) year terms. Except in the case of extenuating circumstances, the President may be elected for another one (1) year term by a 4/5 vote of the existing Board.

Section 3

The Board of Directors shall meet within thirty (30) days after the annual meeting and elect officers by secret ballot for the ensuing year, from the membership of the Board. Proxy ballots must be in prior to the meeting. Such duly elected officers shall continue to serve as Board members.

Section 4

The power and duties of the officers of the association shall be as follows:

President: The President shall preside over all meetings of the association and of the Board of Directors and shall be an ex-officio member of all committees. He shall be charged with the management and direction of the business and affairs of the association subject to the control of the Board of Directors; and he shall, at the annual meeting or at such other times as he shall deem proper, report to the association or the Board such matters and make suggestions as in his judgment may tend to promote the welfare of the association. He shall perform such other duties as are necessary incident to the office of President.

Vice President: In case of death, absence or inability to act as President the Vice President shall perform the duties of that office.

Secretary: The Secretary shall give notice of and attend all meetings of the association called by the Board of Directors; keep records of their doings; conduct all correspondence; carry into execution all orders, votes and resolutions not otherwise committed; keep a list of members; collect fees, annual dues and assessments, and pay them to the Treasurer; notify officers and members of their election or appointment; prepare and present an annual report of the transactions and conditions of the association; and perform such other duties as are incident to this office.

Treasurer: The Treasurer shall have custody of all monies of the association and shall make disbursements only upon vouchers or orders signed by the President or Secretary. He or she shall deposit all sums received in a bank approved by the Board of Directors and make a financial report at the annual meeting or whenever called upon to do so by the President or Board of Directors. Funds may be drawn only upon the signature of the Treasurer. Such transactions, books and vouchers shall be at all times subject to inspection and control of the President and the Board of Directors. The office of the Secretary and Treasurer may be held by the same person.

Article X COMMITTEES

Section 1

The president, at the first meeting of the Board of Directors held after the annual meeting, shall appoint the Chairpersons of the following standing committees:

(1) By-laws (2) Fund Raising (3) Membership (4) Nominating (5) Outlet Dredging and (6) Public Relations.

Section 2

The President shall be an ex-officio member of all committees. Each committee will designate one member to head the committee and report progress, findings and/or recommendations to the Board at regularly scheduled meetings of the Board or as otherwise requested.

Section 3

The Board of Directors, or the President with the consent of the Board of Directors, shall have power from time to time to appoint such committees as they may deem expedient and to delegate to such committees such duties and powers as may be found necessary for the proper conduct of the affairs of the association; and the Board of Directors may appoint on such committees any member(s) of the association. Reporting of such committees shall be in the same manner as standing committees, above.

Article XI SEAL

The association shall have a seal containing the legend "The Blind Sodus Bay Improvement Association, Inc, PO Box 100, Fair Haven, NY 13064".

Article XII AMENDMENTS

These By-laws may be amended, repealed or altered, in part or in whole, by a majority vote at any organized meeting of the association providing the proposed change is submitted by mail to the last recorded address of each member at least ten (10) days prior to the time of the meeting which is to consider the change.

Article XIII LIQUIDATION

At the time of the abandonment of the organization as a going concern, all assets of the organization shall be liquidated and the proceeds thereof to be conveyed to any charity of standing recognition and good repute.