

**CONSTITUTION and BY-LAWS**  
**for**  
**TRUESDALE LAKE PROPERTY OWNERS' ASSOCIATION, INC.**  
As amended through May 2008

**ARTICLE I – NAME**

The name of the Association shall be **Truesdale Lake Property Owners' Association, Inc.**

**ARTICLE II - OBJECTS AND PURPOSES**

**Section 1.** The Association is established to promote the community interest and welfare of the owners of property and the residents of Truesdale, Lake at South Salem, Westchester County, New York, and to take any and all necessary steps to provide for the proper upkeep and care of community property now owned or in the future owned or possessed by said Corporation for the benefit of its members, including roadsides and buses, plantings, water supply for the community and necessary and desirable extensions thereof, lake, and lakeshores, beaches and any and all property appurtenant thereto, now or hereafter held, leased or owned or otherwise controlled by said Corporation to the end that the general health, welfare and well being of its members shall be protected, the private residential character of the Truesdale Lake community be maintained and property values conserved.

**Section 2.** To hold and acquire real and personal property by purchase, gift, lease or otherwise for the purpose of carrying out the aims and purposes of the organization, subject to the provisions of the law pertaining thereto.

**Section 3.** Wherever in this Constitution and By-laws the word "Association" is mentioned, it shall be taken to mean Truesdale Lake Property Owners' Association, Inc.

**Section 4.** Wherever in this Constitution and by-laws the words "he" or "him" are used they shall be taken also to mean "she," "her" or "corporation" as there are no limitations herein as to membership being held by male, female, or corporation.

**Section 5.** Wherever in this Constitution and by-laws reference is made to members "attending" or "present" at a meeting, such reference shall include members present in person or represented by proxy.

**ARTICLE III – MEMBERSHIP**

**Section 1.** Membership in the Association shall be restricted to owners, individual or corporate, of real property in the Truesdale Lake Community at South Salem, New York, who are eligible for membership in the Association. The Truesdale Lake Community shall be deemed to include property which is serviced or which, at the discretion of the Board of Governors, can be serviced by the present lines of the Truesdale Lake water supply system without extension thereof. Except as otherwise provided herein, each owner of such property may qualify for one membership, irrespective of the number of properties owned. For the purpose of this section, all owners of any parcel or property owned by tenants in common, joint tenants, or tenants by entirety, shall be considered as a single owner and may not qualify for more than one membership in respect of such property.

**a.** Membership may be granted to owners of real property which can be serviced by present lines of the Truesdale Corporation water supply system where the owner of such property, eligible to receive such water supply, shall elect to install a well as a source of water supply in lieu of tapping into the aforesaid system. Voting rights of the members admitted under this section shall be the same as members serviced by the Truesdale Corporation for water supply except that members admitted under this subparagraph may not vote at meetings of the Truesdale Corporation nor upon matters pertaining to operations, financing, accounting or rate schedules of said Truesdale Corporation water supply system,

nor upon the allocation of reserve funds established or to be established by Truesdale Lake Property Owners' Association of Truesdale Corporation for future repairs and maintenance of the aforesaid water system. The annual dues payable by the members admitted under this subparagraph shall be the same as the annual dues payable by members admitted under Section 1 of this Article. Annual dues and initial fees shall be sums fixed by the Board of Governors and approved by the membership.

**Section 2.** At any meeting of the Association each member shall be entitled to one vote. No membership in the Association shall be transferred or assigned, for any reason, without the approval or consent of the Board of Governors and approved by the membership. No initiation fee will be payable by the transferee. In the event a member shall cease to be qualified for membership and his membership is not transferred in accordance with

**Section 3,** said membership shall automatically terminate.

**Section 4.** A property owner to be eligible for a membership in the Association shall have complied with the following:

- a. He shall have applied for membership
- b. He shall have paid into the Treasury of the Association an initiation fee in such amount as shall be fixed by the Board of Governors, or he shall have been the transferee of a membership in accordance with Section 3, Article III, and dues for the current year shall have been paid in respect of his membership.
- c. All property owners as of the date of the organization shall be deemed to have qualified.

**Section 5.** The Association shall issue a certificate of membership to each member. In case a membership is transferred in accordance with this Article III, the certificate of membership of the transferor shall be canceled and a new certificate of membership shall be issued to the transferee.

**Section 6.** The Admission Committee shall consist of three members, all of whom shall be individual owners of improved real property in the community, and shall be appointed by the Board of Governors.

## **ARTICLE IV - MEETINGS OF MEMBERS**

**Section 1.** The annual meeting of the Association shall be held at South Salem, New York, in the evening on the third Friday in July of each year or at such later date as the Board of Governors shall determine.

Notices of such annual meeting and of any special meetings of the Association shall be mailed to each member at least ten (14) days before such meeting; but the Board of Governors may prescribe a longer period of notice. It shall be the duty of every member to file with the Secretary of the Association his post office address to which such notices shall be directed. The notice of any special meeting shall state the purpose or purposes for which the meeting is called.

**Section 2.** Special meetings of the Association may be called at any time by the Board of Governors and shall be called upon written request to the President by ten members stating the purpose or purposes for which the meeting is called.

**Section 3.** The order of business at all meetings of the Association shall be:

1. Reading of the minutes of the previous meeting.
2. Reading of selections from minutes of membership meetings and meetings of the Board of Governors as directed by the President or as requested by any individual member present.
3. Reports of officers and committees.
4. Old business.
5. Elections.
6. New business.

The Board of Governors shall have the power to vary the order of business when in its opinion it is practical to do so.

**Section 4.** At any general or special meeting of the membership a quorum shall consist of those members present (but not less than nine).

## **ARTICLE V - GOVERNMENT & ADMINISTRATION**

Section 1. The Board of Governors of the Association shall consist of the officers of the Association to wit:

President Vice-president Secretary Treasurer and five (5) non-office holding members.

**Section 2.** The president, Vice president, Secretary, Treasurer, and five other Governors shall be elected for each office and each governor, by the members of the Association at each annual meeting of the Association. Such officers and governors shall be chosen from the membership of the Association and shall serve for the period of one year or until his successor be elected or appointed, as herein provided. The non-office-holding members of the Board of Governors shall be elected for a two-year term.

**Section 3.** The Board of Governors shall at all times have the power to fill any vacancy among its members until the date of the next annual election thereafter by the Association. By affirmative vote of the majority of its members, the Board of Governors may drop from its membership any of its members who fail to attend any three consecutive meetings of the Board.

**Section 4.** The Board of Governors upon call by the President of the Board shall meet at such reasonable times and places as the Board or the President may determine, upon five (5) days notice to the Governors at the last known address. Five (5) members shall constitute a quorum for the transaction of business, and acts of a majority of the Governors present at any meeting at which there is a quorum present shall be the acts of the Board of Governors except as otherwise specifically provided in this Constitution and By-laws. The Board of Governors may act only at a meeting at which a quorum is present, except that a lesser number may adjourn the meeting.

**Section 5.** A Governor may resign at any time by resignation in writing delivered or mailed to the President, or, in the case of resignation by the President, to the Vice-president.

Section 6. In addition to other powers conferred upon the Board of Governors by this Constitution and By-laws or by law, the Board of Governors shall have the following powers backed by two-third vote of the Board of Governors:

- a. To appoint such committees from the membership as it deems necessary, and within this Constitution and By-laws, to alter the personnel of all committees, which it may appoint.
- b. From time to time, to make such rules and regulations with respect to the maintenance and operation of all corporate properties and otherwise and charges for the use of same as it deems necessary and to alter and amend these rules and regulation.
- c. To fix, enforce and remit penalties for the violation of this constitution and Bylaws and rules and regulations of the Association.
- d. To remove any officer at any time for cause.
- e. To limit the indebtedness to the Association which may be incurred by any member.
- f. To authorize the opening of accounts for the deposit of all Association funds. Such deposits shall be fully insured. Withdrawals from said banks shall be by checks signed jointly by the Treasurer and either the President or vice-president unless otherwise stipulated by resolution of the Board of Governors.
- g. To authorize the borrowing of funds for the purposes of the Association provided that loans payable by the Association shall at no time exceed one thousand dollars (\$1,000.00), unless authorized by two-thirds of the members of the Association attending at a regular meeting or special meeting called for the purpose.
- h. To authorize all contracts for services and supplies, etc., in excess of one thousand dollars (\$1000.00), except that no such Contract exceeding two thousand dollars (\$5,000.00) shall be

approved except upon authorization for the same having been first made by a two-third vote of the members of the Association attending at a regular meeting or at a special meeting called for the purpose.

**Section 8.** The fiscal year of the Association shall run from June 1 to May 31. Bills covering Association dues for the coming fiscal year and charges for water consumed in the fiscal year just ended shall be rendered to each member annually in June for the property owned. Bills are due upon receipt and may be paid without interest or penalty on or before August 31 of each year. Any bill or portion thereof remaining unpaid on September 1 may be subject to an administrative fee and service charge not to exceed the present rate prevailing by law. Payments received shall be applied first to the payment of annual dues, then to the payment of assessments for maintenance, and finally to the payment of charges for water consumed. Notwithstanding the foregoing, payments received will be applied to the oldest outstanding balance first.

**Section 9.** A dwelling or structure suitable for habitation by a family shall be subject to full basic charges, whether or not occupied..

**Section 10.** In the event that the Association is required to engage in collection efforts against a member, including litigation, and the Association is successful, the member shall pay to the Association the costs of collection and/or suit, including a reasonable attorney's fee, except as otherwise prohibited by law. The term "litigation" shall include responses by the Association to complaints by a member to any federal, state or local administrative agency.

## **ARTICLE VI – OFFICERS**

**Section 1.** The officers shall consist of a President, Vice-president, Secretary and a Treasurer, and such other officers as the membership may deem necessary. Each such officer shall have such authority and perform such duties as may be provided for in the Constitution and Bylaws, and shall have such authority and perform such duties as from time to time may be prescribed by the Board of Governors of the Association. In the absence of such specific provision or prescription, they shall severally perform the duties customarily performed by such officers.

**Section 2.** The President shall preside at all meetings of their Association and of the Board of Governors, and shall be the executive officer of the Association. He shall be EX OFFICIO member of all committees. He may delegate his participation in committee work to the Vice President.

**Section 3.** The Vice-president shall discharge the duties of the President in case of his absence or during a vacancy in his office.

**Section 4.** The Secretary shall issue all notices of meetings of the Association and the Board of Governors, keep a record of their proceedings, notify new members of their election, and conduct the Association correspondence.

**Section 5.** The Treasurer shall collect dues and service charges,, receive other moneys of the Association and deposit funds in an authorized bank and, under the direction of the Board of Governors, shall disburse all funds. The Treasurer shall submit to the annual meeting a complete statement of the financial operations of the Association for the preceding year. He shall also render financial reports from time to time upon the request of the President of the Board of Governors covering such periods as they may elect. All disbursements by the Association shall be by authorized bank check.

**Section 6.** The officers of the Association shall be bonded at the expense of the Association in such amount as the Board of Governors shall authorize.

## **ARTICLE VII - STANDING COMMITTEES**

The Board of Governors shall annually appoint the following committees to serve for one year, and designate the chairmen of each:

**Section 1.** A Finance Committee consisting of the Treasurer and at least two other members of the Association, one of whom shall be a member of the Board of Governors. The committee shall advise the Board on the Management of Association funds, budgeting, and accounting, the setting of dues and fees, and any other financial matters.

**Section 2.** The Board shall be charged with the responsibility of the operation, maintenance, upkeep, repair and general supervision of all physical properties of the Association.

**Section 3.** An admissions Committee, as herein before stipulated in Section 6 of Article III.

**Section 4.** A nominating Committee consisting of at least three members, not more than one of whom may be a member of the Board of Governors, shall be appointed by the Board of Governors at a meeting thereof at least one month prior to the annual meeting and place in nomination candidates for the ensuing year. Such list of candidates shall be available for inspection by any member of the Association at least one week prior to the annual meeting. Nothing herein contained shall be considered or construed to be a limitation upon the right of any member or members of placing in nomination any candidate for officers of the Association or membership on the Board of Governors of the Association.

## **ARTICLE VIII – DUES**

**Section 1.** The dues for each ensuing year of all members of the Association shall be fixed by the Board of Governors subject to the review and confirmation by the members at the annual meeting or any special meeting called for the purpose.

**Section 2.** When a member is elected after June 1st of any year, the dues shall be pro-rated as of the date of his admission. When a membership is transferred in accordance with Article III, no dues shall be payable by the transferee for the fiscal year during which such transfer shall have been made, provided that the dues in respect of such membership for such fiscal year shall have been paid in full by the transferor.

## **ARTICLE IX - SUSPENSION OF MEMBERS**

**Section 1.** Any member violating the Constitution and By-laws or rules and regulations of the Association, or in any manner acting to the prejudice of the interests of the Association, shall be liable to be censured, suspended or expelled by the Board of Governors, at any meeting, general or special, of that body. Charges of such acts must be preferred in writing by the members of the Association cognizant of or aggrieved by them.

**Section 2.** Any member against whom charges are preferred in accordance with Section 1 of this Article IX shall be entitled to a hearing and an opportunity to meet such charges before the Board of Governors. Notice of the time and place of such hearing and the nature of the charges will be given to such member personally or by registered mail at least ten days before the hearing. The Board of Governors, after hearing such evidence as it shall consider to be relevant, shall take such action with respect to such charges as the Board of Governors shall consider to be appropriate; provided, however, that no member shall be suspended or expelled except by a majority vote of the total membership of the Board of Governors. The decision of the Board of Governors with respect to any such charges shall be reduced to writing, and a copy thereof, duly certified by the Secretary of the Association, shall be

delivered personally or sent by registered mail to the member against whom the charges were preferred.

**Section 3.** If any member is in default in the payment of his dues or any other charges on August 31, the Treasurer shall forward to such member a copy of this section of the Constitution and By-laws and shall notify such member that unless such dues, or other charges, are paid within one month thereafter, such default will be reported to the Board of Governors who shall take appropriate action.

**Section 4.** In recognition of the substantial voluntary and community service provided by members, and in recognition that the Association is a membership corporation, in the event that the Association is required to provide water to a person who is not a member of the Association, or to a person whose membership in the Association has been suspended or terminated for any reason (including non-payment of dues), such non-member or suspended or terminated member shall be required to pay, in advance, a water line fee equal to twice the amount of the "transfer fee" charged to new members of the Association plus twice the amount of the annual dues and assessments charged to a member in good standing, plus a minimum water usage fee equal to twice the minimum charge imposed on a member in good

standing. In addition to these annual fees, such non-member or suspended or terminated member shall be required to pay for the actual water usage at a rate equal to twice the rate charged to a member in good standing, with a credit being given for the minimum water usage actually paid in advance. A suspended or expelled member shall also pay a membership restoration fee in an amount to be set by the Board of Governors, not to exceed the transfer fee. If any fee, which would otherwise be imposed, is contrary to any law or regulation, then that fee is deemed to be reduced to the highest lawful fee. Nothing in this section shall be deemed to acknowledge that a non-member is entitled to be provided with water by the Association.

## **ARTICLE X – TRUSTEES**

**Section 1.** The property of the Association, real and personal, may be vested in three persons as joint tenants and not as tenants in common, and they shall be trustees thereof. These persons shall be appointed by the Board of Governors from among its members and they and their successors shall hold and transfer, convey, exchange, lease, mortgage or otherwise dispose of such property or any part thereof, and execute, and acknowledge and deliver all necessary instruments so effectuate of the same upon such terms and in such manner as shall from time to time be directed by the Board of Governors. Each person so appointed shall cease to be a Trustee upon termination of his membership in the Board of Governors and any Trustee or Trustees may be removed at any time by the Board of Governors and the vacancy or vacancies so occasioned shall be filled by the Board of Governors.

Each action of the Board of Governors provided for by this Article shall be by vote of at least a majority of the Board of Governors at any regular or special meeting thereof provided same shall have been authorized in accordance with law and provisions of this Constitution and Bylaws.

## **ARTICLE XI - PROPERTY LIMITATION**

The acquisition and disposition of real and personal property for the Association, whether by purchase, sale, lease or otherwise shall be authorized by two-thirds of the total membership of the Board of Governors at any regular or special meeting thereof, except that where the values or money involved exceeds five hundred dollars (\$500.00), then such purchase, sale, or lease, etc., shall be first authorized by two-thirds of the members of the Association attending at a regular or special meeting called for the purpose, at which a quorum is present.

## **ARTICLE XII - MAILING ADDRESS**

All notices and correspondence to the Association shall be addressed to the Truesdale Lake Property Owners' Association, Inc., South Salem, New York, and the Secretary shall rent each year a mailbox for the receipt of Association mail at the South Salem, New York post office.

## **ARTICLE XIII – INSURANCE**

The Board of Governors shall arrange for such insurance as it shall consider appropriate to protect the Association against claims or losses or both.

## **ARTICLE XIV – DISSOLUTION**

Upon the dissolution of the Association, the remaining net assets of the corporation, not otherwise disposed of by action of the Association, shall be divided pro-rata among its members according to the interests of each member at that time; except, that no part of the earnings of the Association shall inure to the benefit of any individual member either during the existence or upon dissolution of the Association.

## **ARTICLE XV – AMENDMENT**

This Constitution and By-laws may be amended at any time by consent of two-thirds of the members of the Association present at a regular meeting or a special meeting called for the purpose, provided that notice of any proposed amendment shall be set forth in the notice of meeting and no proposed amendment shall be acted upon at any meeting unless notice thereof has been given in the notice of such meeting.

## **ARTICLE XVI - RULES APPLICABLE TO ALL MEMBERS**

**Section 1.** No trucks of any size or commercial vehicles except 112 ton panel or pick-up trucks unlettered and garaged which are used for private purposes, shall be permanently garaged, parked or maintained upon the premises of any member within the Association area.

**Section 2.** No unlicensed motor vehicles of any description including but not limited to cars, trucks, station wagons, buses, go-carts, motorcycles, motor bikes or motor scooters shall be operated, parked, repaired or maintained on Association roads or other Association property.

**Section 3.** No person other than a duly licensed driver shall operate a licensed vehicle on Association roads. No motor vehicles of any description may be operated on any Association property other than roads.