

**TRUESDALE ESTATES ASSOCIATION INCORPORATED**

**South Salem, NY**

**BY-LAWS**

**A Revision of the Constitution and By-Laws as Amended Spring,  
1998 and Fall, 1998 and Ratified Spring, 1999**

## ARTICLE I: NAME

The name of this corporation shall be **Truesdale Estates Association, Inc.**

## ARTICLE II: PURPOSES

### Section 1

The Association is a non-profit organization.

### Section 2

The purposes of the Association are:

- a. The fostering of such Association policies as will tend to be beneficial to the property owners in Sections A, B, C, D and E of Truesdale Lake Estates and which promote the development of the beaches and lake, and to ensure the peace and safety of the property owners.
- b. To hold meetings at such times as may be designated by the Board members and their duly authorized officers for the purpose of discussing and transacting such business as may properly come before such meetings.
- c. To provide civic, social and sports facilities and activities and to otherwise promote the welfare of the community by the promulgation and enforcement of regulations for the betterment of the community.

## ARTICLE III: MEMBERSHIP

### Section 1

Property owners in Sections A, B, C, D and E of the Truesdale Lake Estates in the Town of Lewisboro, Westchester County, New York, shall be eligible to become members of the Association on the day they acquire ownership in said Sections subject to the approval of the Membership Committee.

### Section 2

There shall be the following classes of membership:

- a. **Regular Member** - A Regular Member shall be a property owner or adult family member (21 years or older) of any property in any of the sections as indicated in Sections 1 of Article III who shall be free from any indebtedness to the Association.
- b. **Tenant Member** - A Tenant Member shall be a tenant occupying property in any of the sections as indicated in Section 1 of Article II above. A Tenant Member shall be entitled to all of the privileges of the Association, assuming that the original property is free from any indebtedness to the Association, *but shall have no voting rights or right to attend meetings.*
- c. **Associate Member** - An Associate Member may be anyone recommended by any Regular Members and approved by the Board. Associate Members are subject to annual review and approval by membership committee. Maximum membership is determined by general membership. *Associate Members shall have not voting rights or right to*

*attend meetings.*

- d. **Lake Shore Drive Members** - That the section located on Lake Shore Drive with no affiliation to TEA or TLPOA will be invited to join as members on an annual basis and their dues to be determined by the Board annually. *Lake Shore Drive Members shall have no voting rights or right to attend meetings.*

### **Section 3**

**Privileges** - The privileges of the Association shall be accorded to the immediate family of any Regular, Tenant Associate Member or Lake Shore Drive Member free of indebtedness to the Association.

### **Section 4**

- a. **Regular Member** - The dues for a Regular Member shall be recommended by the Board
- b. of Directors and approved by the general membership. There shall also be an initiation fee for new members in the amount of the annual dues. Dues and initiation fees may only be changed by vote of general membership.
- c. **Tenant Member** - The dues for a Tenant Member shall be the same as for a Regular Member. Tenant members are not subject to initiation fees.
- d. **Associate Member** - The dues for Associate Members shall be determined by Board of Directors annually. Payment is due upon receipt.
- e. **Lake Shore Drive Members** - Which the section located on Lake Shore Drive with no affiliation to TEA or TLPOA will be invited to join as members on an annual basis and their dues to be determined by the Board annually. Payment is due upon receipt.
- f. **Schedule of Payments** - Annual dues are payable within 30 days of bills being issued.
- g. Regular Members who do not pay their dues within 30 days are subject to lose all privileges accorded to Regular Members.

### **Section 5**

**Assessments** - Any special assessment needed to meet the budget requirements of the Association shall be established according to the needs thereof by the Board of Directors. Such assessments as may be made shall be payable within thirty days of notice to the membership by the Board of Directors of such assessment.

### **Section 6**

**Proposal for Membership** - Candidates for all classes of membership (except Regular and Tenant Members) shall be approved by the Board. Requirements with respect to posting, eligibility, endorsements, acceptance, etc., in connection with proposals for membership shall be fixed by the Board of Directors.

## Section 7

Members in good standing; termination, resignation and suspension of membership. Membership in the Corporation may be terminated by the Board of Directors as follows:

- a. By acceptance of the voluntary resignation of a member in any class, addressed in writing to the Secretary, except that no resignation shall be accepted from any member indebted to the Association for any amounts due it or be effective until such indebtedness shall have been paid in full, the date of such resignation to be fixed by the Board of Directors, and such a member shall be considered as "resigned".
- b. For failure to meet any indebtedness to the Association, including dues and assessment charges within such periods as may be fixed by the Board of Directors, such member shall be considered as suspended. Before suspension, the members shall be notified of outstanding dues and/or any special assessment at a time deemed appropriate by the Board of Directors. Thirty days thereafter, they shall be suspended from the Association and shall be so notified by certified mail.
- c. For any violation of the provisions of the By-Laws or rules or regulations, or for any act improper or injurious to the Association, such member shall be considered as "expelled."

## Section 8

The Board of Directors by reinstate any "resigned", "suspended", or "expelled" member in accordance with procedure to be fixed by it.

## Section 9

At any time within ninety days after a member shall have been suspended or expelled, a meeting of the Association shall be called if a request in writing by twenty voting members is addressed to the Secretary. At such meeting appeal from the decision of the Board of Directors may be made and the suspended or expelled status may be revoked by a majority vote of the members present and voting.

## ARTICLE IV: DIRECTORS

### Section 1

**Number** - The affairs and business of the Association shall be managed by a Board of at least five (5) and no more than nine (9) Directors and six (6) Officers, each of whom shall have one vote in the transaction of any business of the Association.

All Directors and Officers shall be Regular Resident Members and it shall be the policy of the Association to attempt to have representation on the Board of Directors and among the Officers from all Sections of Truesdale Lake Estates as indicated in Section 1 of Article **III**. Each household will be permitted one position. At no time will more than one member of a household serve on the Board of Directors.

### Section 2

**How Elected** - The Directors and Officers of the Association shall be elected each year at the Fall meeting and they shall serve for a term of two years. An Officer may be re-elected for a

second two-year term, but may not be re-elected to the same position. Appropriate Committee Chairs shall be appointed by the Board of Directors.

### **Section 3**

**Vacancies** - Any vacancy in a directorship or in an office of the Association, whether, because of death, resignation or otherwise, shall be filled by a Regular Member of the Association who is in good standing and who has been approved and appointed by the Board of Directors for the unexpired term of such directorship or office.

### **Section 4**

**Duties of Directors** - The Board of Directors shall have the control and general management of the affairs and business of the Association. Such Directors shall in all cases act as a Board, regularly convened by a majority, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association as they may deem proper, not inconsistent with these By-Laws and the Laws for the State of New York. Board of Directors shall present an expense budget for approval to the general membership meeting at the Spring meeting. Board of Directors may not exceed total budget limitations by more than 20% or \$500 (whichever is largest) without approval of general membership.

### **Section 5**

**Regular meeting of the Board of Directors** shall be held in the Fall and Spring and thereafter at such times as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President at any time. Upon the written request of five (5) Directors and/or Officers combined, the President or Secretary shall call a meeting.

### **Section 6**

**Notice of Meetings** - Notice of meetings, other than the regular Fall meetings shall be given by service upon each Director in person, or by mailing to him at his last known post-office address, at least five (5) days before the date therein designated for such meeting including the day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and no business other than that specified in such notice shall be transacted at any special meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

### **Section 7**

**Quorum** - Six members shall constitute a quorum at any regular or special meeting of the Board of Directors, duly called in accordance with these By-Laws and majority vote shall rule. The six members cannot all be Officers.

## **Section 8**

**Voting** - At all meetings of the Board of Directors, each Director and Officer is to have one vote. Unless expressly indicated to the contrary, every officer shall also be considered a Director for all of the purposes as set forth in Article IV, so that the full Board of Directors contains a total of at least eleven (11) and no more than fifteen (15) Regular Members, six (6) of whom are Officers and at least five (5) but no more than nine (9) of whom are hereby Directors.

## **Section 9**

**Removal of Directors** - Anyone or more of the Directors may be removed with cause by a majority vote at any special meeting of the Association at which at least 25 percent of the members of the Association are present. A member of the Board of Directors who shall be absent from one-third (1/3) or more of the regular Board meetings within a one year period shall automatically cease to be a member of the Board.

# **ARTICLE V: OFFICERS**

## **Section 1**

**Number** - The Officers of the Association shall be: President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Sergeant at Arms.

## **Section 2**

**Election** - The Officers shall be elected every other year at the Fall meeting of the Association.

## **Section 3**

The duties and powers of the Officers of the Association shall be as follows:

#### President

- a. The President shall preside at all meetings of the Association or special meetings thereof.
- b. The President shall report to the Fall meeting of the Association and to the Directors of the condition and business of the Association.
- c. The President shall call regular and special meetings of the Associate in accordance with the By-Laws.
- d. The President shall appoint all committees subject to the confirmation by the Board of Directors and see that the same fulfill their duties.
- e. The President shall direct the activities of the Association between meetings of the Board of Directors and shall sign and make all contracts and agreements, subject to the approval of the Board of Directors. The Office of the President shall sign all certificates of stock notes or drafts and shall countersign all checks.
- f. The President shall enforce the By-Laws and perform all duties of the position and office as required by law.
- g. The President shall assume the responsibility of the Association's mail.
- h. In the event of a tie vote at meetings of the Association the President shall cast the deciding vote.

#### Vice President

- a. The Vice President shall assist the President in all matters pertaining to the Association.
- b. During the absence and inability of the President to perform the duties, the same shall be performed by the Vice President and when so acting, the Vice President shall have all the powers and duties imposed upon the President.

#### Recording Secretary

- a. The Recording Secretary shall keep the minutes of the meetings of the Board of Directors and of the Association.
- b. The Recording Secretary shall call the roll of Officers.
- c. The Recording Secretary shall keep a correct list of all standing committees and special meetings with notes on their functions and when they are to report.
- d. The Recording Secretary shall provide the President with an agenda for each meeting following the order of business set forth herein below.

#### Corresponding Secretary

- a. The Corresponding Secretary shall give and serve all notices to the Association members.
- b. The Corresponding Secretary shall attend to all correspondence and present to the Board of Directors all communications and bills.

#### Treasurer

- a. The Treasurer shall be responsible for the funds and securities of the Association and shall issue receipts therefor and deposit such funds in the name of the Association in such bank or banks as the Board of Directors may designate within ten days of the time collected.
- b. The Treasurer shall have the power to sign certificates of stock and checks of the Association.

- c. The Treasurer shall be bonded by a security company as may be determined by the Board of Directors for a minimum of \$2,000.00 or if the Treasury of the Association be in excess of that amount then in the amount of the funds in said Treasury.
- d. The Treasurer shall keep a true book of all receipts and disbursements and ensure that a financial report is given at every meeting of the Board of Directors and of the Association.
- e. The Treasurer shall do and perform all duties of the office of Treasurer and shall submit his books of account for auditing at such times and to such persons as the Board of Directors may determine.
- f. The Treasurer shall prepare an Association expense budget and present same for approval at the Spring meeting of the general membership.

#### **Sergeant At Arms**

- a. The Sergeant At Arms shall assist the President in keeping order at meetings.
- b. The Sergeant At Arms shall permit no one to enter meetings of the Association, except members and such persons as may be granted permission by the Association.

## **ARTICLE VI: NOMINATIONS AND ELECTIONS**

### **Section 1**

A Nominating Committee consisting of at least three Regular Members of the Association in good standing shall be appointed by the Board of Directors at a meeting to serve until the next following election.

The Nominating Committee shall, twenty days before the Fall meeting of the Association, nominate members to serve as Officers and Directors. The Secretary shall mail to each member of the Association, twenty days before the Fall meeting, a copy of the report of the Nominating Committee.

### **Section 2**

In addition to the procedure in Section 1 above, nominations may be made from the floor at the Fall meeting. Only members in good standing who are Regular Members of the Association may be elected to office, which term of office shall be for two (2) years.

### **Section 3**

A nominee for the Executive Board must be a resident member of the Association for at least one year. A member may be elected to only one office. Each adult Regular Member of the Association shall have one vote, but the number of votes shall be limited to two (2) votes per household.

### **Section 4**

Elections shall take place at the Fall meeting of an election year of the Association. At the election, the President shall appoint two (2) election judges, who shall count and record the vote. The Installation of Officers shall take place immediately after the election.



## **Section 5**

All voting shall be by majority vote and shall be either by voice or by ballot as determined by the President. In the absence of any special provision for voting, voting shall take place in accordance with the provisions of the corporation laws of the State of New York.

## **ARTICLE VII: MEETING OF THE ASSOCIATION**

### **Section 1**

**Fall Meeting** - The Fall meeting of the Association shall take place at such time and location as determined by the Board of Directors. The Secretary shall serve notice personally or by mail at least ten (10) days before said meeting on each member of the Association at the mailing address as the same appears on the books of the Association.

### **Section 2**

**Regular Meetings** - In addition to the Fall meeting, there will be a Spring meeting at a time and location to be determined by the Board of Directors. Notice of such meetings shall be served by the Secretary in a manner indicated in Section 1 above.

### **Section 3**

**Special Meetings** - Special meetings of the members other than those provided above may be called at any time by a majority of the Directors. Notice of such meeting shall be given in a manner as provided in Section 1 of this Article. No business other than that specified in the call for the meeting shall be transacted at any special meeting.

### **Section 4**

**Quorum** - The presence, in person or by proxy, of 15 percent of the Regular Members entitled to vote shall constitute a quorum for the transaction of business at any meeting. Included within this 15 percent, there must be at least 8 members from the Board of Directors.

### **Section 5**

**Voting** - At all meetings of the members of the Association the manner of deciding questions, unless otherwise regulated by the statutes of the State of New York, shall be determined by a majority vote of the members present either in person or by proxy. All voting shall be either by voice or ballot, at the direction of the President.

### **Section 6**

**Order of Business** - The order of business at all meetings shall be as follows:

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Reading of minutes of preceding meeting
4. Reading of communications bills and receipts
5. Reports of officers
6. Reports of committees

7. Unfinished business
8. New business
9. Payment of dues
10. Elections (if at Fall meeting)

## **ARTICLE VIII: AMENDMENT**

### **Section 1**

**How Amended.** These By-Laws may be altered, amended, repealed or added to by the following manner:

- a. A proposed amendment must be submitted in writing to the Board 15 days prior to a Spring or Fall general meeting. A copy of the proposed amendment must be mailed to the membership with notice of said Spring or Fall meeting.
- b. At said meeting the proposed written amendment will be read and submitted to a vote. An affirmative vote of two-thirds of the Regular Members in good standing present at a duly called and regular meeting of the Association will be sufficient to pass such an amendment. The presence of said two-thirds of the members may be in person or by proxy.

## **ARTICLE IX: DISSOLUTION OF THE ASSOCIATION**

### **Section 1**

The Association cannot be dissolved while one-third of the total membership in good standing remains and desires to retain the Charter. If dissolved, the Association shall be dissolved in accordance with the Charter of Incorporation and with the laws of the State of New York.

### **Section 2**

In the event of dissolution, all moneys in the Treasury shall be turned over to a charity in the Town of Lewisboro as may be agreed upon at a regular meeting of the members of the Association.