



Charter and Bylaws

July 19, 2008

ARTICLE I - NAME AND PURPOSE

Section 1.	The name of the corporation shall be Honeoye Valley Association, Inc., as incorporated under the laws of the State of New York. The corporation shall be a Type A Civic Property owner Association under Section 201-B of the not-for-profit law of the State of New York. The address of the Honeoye Valley Association is P0 Box 165, Honeoye, NY 14471.
Section 2	Purpose: The Honeoye Valley Association is dedicated to protecting, preserving and enhancing the quality of the environment and life experiences in and around Honeoye Lake.

ARTICLE II- MEMBERSHIP

Section 1.	A single membership for any owner, business, or occupant of property in the Honeoye Valley area, or any person interested in said area.
Section 2	The membership dues shall be established annually by a two thirds (2/3) vote of the Board of Directors.
Section 3.	The membership year runs from July 1 to June 30.
Section 4.	Dues must be paid at or before the Annual Meeting. Those members who have paid their current membership dues prior to the Annual Meeting shall be entitled to vote. There will be one vote for each paid membership.

ARTICLE III – MEMBERSHIP MEETINGS

Section 1.	The Annual Meeting of the members shall be held at such time and place as the Board of Directors shall determine. Special Meetings of
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	the members shall be held at such time and place, and for such reasons, as the Board of Directors may from time to time determine.
Section 2.	Notice of the time, date, and place of the Annual Meeting and of any special meetings of the members, will be made by delivering the same personally, or by mailing it postage prepaid, and addressed to the member's last known address shown on the records of the Honeoye Valley Association at least ten (10) days before such meeting.
Section 3.	One tenth (1/10) of current membership, or 25 present members, whichever is less, shall be necessary to constitute a quorum for the transaction of business at any meeting of the members. However, if there is less than a quorum present at any meeting, a new meeting may be scheduled according to the procedure outlined in Article III, Section 2, above.
Section 4.	The President of the Board of Directors, or his/her appointee, shall be the chairperson of the Annual Meeting and all Special Meetings of the Honeoye Valley Association. Special Meetings of all the members may be petitioned by a quorum of the members as defined in Article III, Section 3, above.

ARTICLE IV – BOARD OF DIRECTORS

Section 1.	DUTIES: except as otherwise required by law or provided by these Bylaws, the business and affairs of this Association shall be vested in its Board of Directors
Section 2.	QUALIFICATIONS: Each Director shall be at least eighteen (18) years of age and a member of the Association.
Section 3.	NUMBER: The number of Directors constituting the entire Board of Directors shall be twelve (12) or as fixed by a vote of a majority of the Board of Directors from time to time.
Section 4.	ELECTION: Directors shall be elected for three (3) year terms. One-third (1/3) of the Directors shall be elected at each Annual Meeting. Each HVA member shall be entitled to one (1) vote for each position, and the candidates receiving the greatest number of votes shall be elected. In the event of a tie vote for the fourth position, a run-off election will be conducted.
Section 5.	VACANCIES: Vacancies on the Board of Directors created for any reason may be filled by the vote of 2/3 of the directors present. This

	appointment shall be for the balance of the unexpired term.
Section 6.	REMOVAL: A Director who has failed to attend three (3) consecutive meetings without good cause or by a vote of no confidence may be removed from office by a vote of two-thirds (2/3) of the Full Board of Directors, and another may be elected by the same vote to serve as outlined in Article IV, Section 5, above.
Section 7.	<p>OFFICERS:</p> <p>A. ELECTION: At their first meeting following the Annual Meeting, the Board of Directors shall, from their members, elect a President-Elect, Secretary, Treasurer, and any other officers as they deem necessary. Each Officer shall serve for two years, or until his/her successor shall have been duly elected, or until he/she has resigned, or has been removed in the manner provided in Article IV, Section 6.</p> <p>B. DUTIES:</p> <p>1. President: The President shall be the Chief Executive Officer of the Association and shall, subject to the direction of the Board of Directors, supervise the affairs of the Association, and he/she shall perform such other duties, and exercise such other functions, as may be designated by the Board of Directors. The President shall also preside at all meetings of the Association. The President shall serve a single two year term to be succeeded by the President-Elect.</p> <p>2. President-Elect: The duties of the President-Elect shall be to assist the President in conducting the affairs of the Association, and shall perform such other duties and exercise such other functions, as may be designated by the President and approved by the Board of Directors. The President-Elect shall serve for two years and then automatically succeed the President.</p> <p>3. Secretary: The Secretary shall keep full minutes of all the meetings of the Board of Directors and members of the Association in books provided for this purpose, and shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law. The Secretary shall be the custodian of the records and the Seal of the Corporation. The Secretary shall have such other powers and duties as may be properly designated by the Board of Directors and the President. A recorder/stenographer may be hired by the approval of the Board of Directors to assist the Secretary.</p> <p>4. Treasurer: The Treasurer shall keep correct and complete records of accounts for the Association. The Treasurer shall establish and maintain banking arrangements, receive, have custody of, and disburse the Association's funds as directed by the Board of Directors. The Treasurer shall have such other powers and duties as</p>

may be properly designated by the Board of Directors and the President.

C. EXECUTIVE COMMITTEE: An Executive Advisory Committee shall be formed each year following the election of Officers, consisting of the President, President Elect, Secretary, and the immediate past President who holds active membership status. This committee shall function as an advisory group to the Board of Directors to provide expertise and continuity to the operation of the Association.

D. PERSONAL LIABILITY: The Honeoye Valley Association adopts as a policy the protection of all Officers and Directors of the said Association against financial liability for acts performed in good faith in the course of their duties for the Association, and agrees to indemnify and hold harmless each and every such Officer and Director from financial liability, including attorney's fees reasonably incurred in defending such claims made against them personally, provided that such acts, upon which claims are based, do not arise from:

1. Acts committed in bad faith;
2. Active and deliberate dishonesty; or other deliberate wrong doing;
3. Acts from which the said Officer or Director gained substantial financial profit, or other substantial personal advantage;
4. Acts constituting gross negligence.

Section 8. BOARD MEETINGS

A. TIME AND PLACE: Regular meetings of the Board of Directors shall be held at such times and places as the Directors may from time to time determine. Special meetings of the Board of Directors may be held at any time upon the call of the president.

B. NOTICE: No notice need be given of a regular meeting of the Board of Directors. Notice of time and place of every special meeting shall be given to each director personally, or by US mail or email at least three days before the meeting.

C. QUORUM: A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of business at each meeting of the board. If at any meeting there is less than a quorum present, a new meeting may be scheduled as outlined in Article IV, Section 8A.

Section 9	COMPENSATION: Officers and Directors shall not receive any compensation for their services. The Board of Directors may approve compensation for the professional services that may be needed or required to perform the affairs of the Association.
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ARTICLE V - COMMITTEES

Section 1.	The President, with Board approval, may, at his/her discretion, create committees which shall have those powers and functions conferred upon them by the President. The President shall appoint the Chairperson of such committees
Section 2.	Each year a nominating committee shall be appointed by the President, with Board approval, to prepare a slate of candidates for election to the Board of Directors. Such slate should include a brief resume of each candidate. Nominations can also be made from the floor at the Annual Meeting. (See Article IV, Section 4, for elections.)

ARTICLE VI- AMENDMENTS The Bylaws may be amended by a two-thirds (2/3) vote of the members present at the Annual Meeting or at any Special Meeting called for that purpose.