

**Port Bay Improvement Association, Inc.**  
**Constitution & By-Laws**  
Revised June, 2016

**Mission Statement:** The mission of the Port Bay Improvement Association, Inc. is to work both independently and with government agencies and private organizations to ensure that Port Bay is a beautiful place to live and play now, and for generations to come.

**Article I**  
**Certificates of Incorporation & Not-For-Profit Status**

- Section 1      The corporate name of the organization shall be *The Port 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, 28 August, 1942.
- Section 2      The Port Bay Improvement Association, Inc. is certified as a *Type A Not-For-Profit Corporation* as defined in the New York State Not-For-Profit Corporation Law (Section 201) duly granted on 21 January, 1974. [Such section was amended July, 2014 re-designating the *Type A Not-For-Profit Corporation* status as a *Non-Charitable Not-For-Profit Corporation* under Section 201(b) Type A.]

**Article II**  
**Location**

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

**Article III**  
**Objectives, Purpose, & Scope**

- Section 1      The objectives, purpose and scope of the corporation shall be:
- (a)      To maintain seasonal access to, and egress from, Lake Ontario by dredging the channel between the two bodies of water and providing navigation lights/buoys for said channel.
  - (b)      To protect the barrier bar separating Port Bay from Lake Ontario.
  - (c)      To improve or maintain water quality within the Port Bay watershed.
  - (d)      To work both independently and with government agencies and private organizations to ensure that Port Bay is a beautiful place to live and play now, and for generations to come.
- Section 2      The Port Bay Improvement Association, Inc. is not organized for business purposes of pecuniary profit and no part of its dues, donations, or earnings shall be used to benefit any person or group, but shall be used only for the benefit of the association, property

owners, and its membership as a whole, except for token gifts of appreciation for exceptional service benefitting the goals of the organization, the value of said gifts not to exceed \$100.

**Article IV  
Powers**

The Port Bay Improvement Association, Inc. may hold real estate, franchises, own property, raise funds, 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(s) stated in Article III.

**Article V  
Membership**

- Section 1      Specifications
  - (a)      PBIA membership shall be granted to any person(s), business, corporation, or organization interested in promoting the objectives and purposes for which the organization exists as stated in the PBIA mission statement, and whose annual dues are up to date and paid in full.
  - (b)      Membership shall be defined as a single person, family, group, business or organization that has paid one annual fee for the privilege of being a member.
- Section 2      Rights and Privileges
  - (a)      Each membership entitles the person or persons holding such membership to a single (one) vote in any proceeding which requires the approval of the membership.
  - (b)      Results of a vote by the membership can be overturned by a three-quarter (3/4) majority vote of the Board of Directors as defined under Article VIII.
- Section 3      Refusal of membership application/revocation of membership
  - (a)      Any membership application can be refused if a majority of the Board feels the applicant is not applying for the purposes specified in Article V, Section 1 (a).
  - (b)      Any membership can be revoked if their application is later deemed fraudulent for the same reason stated in (a) above. Any member may be suspended or expelled for cause such as violation of the by-laws or rules 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 shall contain a statement of the charges against the member and a notice of the time 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. Revocation, suspension or expulsion shall be made effective by a two-thirds (2/3) vote of the Board of Directors only after such opportunity to be heard is given.

## **Article VI Dues**

- Section 1 The annual dues for membership shall be fifty-five dollars (\$55.00) per annum (revised effective January 1, 2014).
- Section 2 Membership shall become effective immediately upon receipt of payment and shall remain in effect until payment becomes due the following year, or immediately upon the member's suspension or expulsion from the association as described in Article V.

## **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 minutes from the last board meeting and made available to members via the association web site, e-mail, and/or mailings to the last recorded address of each member at least ten (10) days before the annual meeting. Such notice shall state the time, date, place, and purpose of the meeting.
- Section 2 The order of business at the annual meeting shall be as follows: (1) introduction of board members; (2) reading of the minutes from the last annual meeting; (3) report of the treasurer, president, and standing committees; (4) motions and resolutions; (5) general business; (6) election of directors.
- Section 3 Special meetings of the association may be called by the Board of Directors at its discretion, and shall 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 Voting will be by an "aye" or "nay" oral tally, or by secret ballot if requested by any member in attendance.
- Section 5 Each active membership shall be entitled to one (1) vote. Any member of a firm, group, or organization which holds an active membership may represent it at a meeting but only one member, designated by the firm, group, or organization, may cast a vote.
- Section 6 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 7 Any meeting of the members of the Board of Directors shall be governed by the presiding officer; his/her decisions upon questions of parliamentary procedure shall govern.
- Section 8 Board meetings will be held at the discretion of the Board of Directors and notice given thereof.

## **Article VIII**

### **Directors**

- Section 1      The property, affairs, business, and concerns of the Association shall be invested in the Board of Directors consisting of no more than fifteen (15) 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 three (3) years.
- Section 3      The Board of Directors shall have the power to hold meetings at such times and places as they may deem 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 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 objections of the association.
- Section 4      Eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business. If the number of Board members drops below twelve (12), the number of members required to constitute a quorum shall be equal to 60% of the number of directors on the Board.
- Section 5      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 6      Members of the Board of Directors must be members in good standing of the association; own real property abutting Port Bay or hold a legal right-of-way to the Bay; own real property contiguous to the bay; or be a legal spouse, child, or other immediate relative of said property owners, all subject to Board approval.
- Section 7      No more than two (2) members of an immediate family (defined as two parents and their children) can serve as members of the Board at the same time and only one (1) person from an immediate family can serve concurrently as an officer (president, vice-president, treasurer, or secretary) of the Board.
- Section 8      Where a vacancy occurs by death, resignation or otherwise, the same shall be filled by a majority vote of the remaining members of the Board.

## **Article IX Officers**

Section 1      The officers of the association shall be elected by the Board of Directors of the association and shall hold their office for a term of three (3) years. 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 three (3) 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 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 the Board of Directors and shall be an ex-officio member of all committees. He/she shall be charged with the management and direction of the business affairs of the association subject to the control of the Board of Directors and he/she shall, at the annual meeting or at such other times as he/she deems proper, report to the association of 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 the president.

**Vice-president:** In the 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 doing; 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 condition 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 by the president or secretary. He/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 of the Board of Directors. Funds may be drawn only upon the signature of the Treasurer. Such transactions, book, and vouchers shall be at all times subject to inspection and control of the President and the Board of Directors.

Officers may delegate any of their responsibilities to other Board members with a majority consent of the Board.

**Article X  
COMMITTEES**

Section 1      The President shall appoint the chairpersons of all standing committees the Board deems necessary.

Section 2      The President shall be an ex-officio member of all committees. Each committee will designate one or two members 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.

**Article XI  
SEAL**

The association shall have a seal containing the legend "Port Bay Improvement Association, Inc. Corporate Seal 1942 New York

**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 or e-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 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, or divided equally among the active memberships at the time of the liquidation.

## **AMENDMENTS**

**Amendment to Article VI:** Resolved that effective January 1, 1988, Article VI of the association's Constitution and By-laws is amended by replacing the language thereof as follows:

Section 1        "The annual dues for membership shall be twenty-five dollars (\$25) per annum."

**Amendment to Article VI:** Resolved that effective January 1, 1993, Article VI of the association's Constitution and By-laws is amended by replacing the language thereof as follows:

Section 1        "The annual dues for membership shall be Thirty-five dollars (\$35) per annum."

**Amendments to Article I, II, III, V, VI, VII, IX, X, XI:**

Resolved that effective June 4, 2005, corrections, language changes for purposes of clarity, and changes in administrative procedures have been made, as approved by the membership at the June 4, 2005 Annual Meeting. These changes are not substantive changes. The approval of the membership includes the subsequent language changes recommended by legal counsel to obtain and maintain appropriate insurance coverage of the Association and its Directors, which changes will be considered to be effective with this amendment.

**Amendment to Article VI:** Resolved 9 June, 2007 that effective January 1, 2008, Article VI of the association's Constitution and By-laws is amended by replacing the language thereof as follows:

Section 1        "The annual dues for membership shall be forty-five dollars (\$45) per annum."

**Amendment to Article VI:** Resolved 15 June, 2013 that effective January 1, 2114, Article VI of the association's Constitution and By-laws is amended by replacing the language thereof as follows:

Section 1        "The annual dues for membership shall be fifty-five dollars (\$55) per annum."

**Amendments to Articles I, III, IV, V, VI, VII, VIII, IX, X, XI, XII, XIII:**

Resolved that effective June 4, 2016, additions, corrections, language changes for purposes of clarity, and changes in administrative procedures have been made, as approved by the membership at the June 4, 2016 Annual Meeting. The approval of the membership includes the subsequent language changes recommended by legal counsel to obtain and maintain appropriate insurance coverage of the Association and its Directors, which changes will be considered to be effective with this amendment.