

Bylaws
Of the
Hurley Recreation Association, Inc.

Founded 1969

Amended 1992

Amended 2005

Amended 2013

Bylaws of Hurley Recreation Association, Inc.

Article I General Purposes

The following are the purposes for which this corporation has been organized.

SECTION 1:

To establish, maintain and operate one or more parks, to include but not be limited to recreation, sports, tennis courts and swimming pool for the use and enjoyment of members and their families of the Hurley Recreation Association, Inc.

SECTION 2:

The park is to be open to paid members of the Association. Admission can be restricted to certain areas deemed prudent by the Board of Directors. Admission of nonmembers is to be governed by the Board of Directors.

ARTICLE II NAME AND LOCATION

SECTION 1:

The name of this corporation is Hurley Recreation Association, Inc.

SECTION 2:

The principal park location is located at Dewitt Mills Road, Town of Hurley, County of Ulster, and State of New York. The official address of the corporation shall be PO Box 58, Hurley, New York 12443.

ARTICLE III SEAL

SECTION 1:

The seal of the corporation shall have inscribed thereon the name of the corporation and the year 1969.

SECTION 2:

The secretary of the corporation shall have custody of the seal.

SECTION 3:

The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 4:

The use of the seal will be governed by the Board of Directors for the Association business only.

ARTICLE IV
FISCAL YEAR

The Fiscal year of the corporation shall coincide with the calendar year.

ARTICLE V
SHAREHOLDERS AND MEMBERS

SECTION 1:

The holders of membership of this corporation are its members and shareholders. The membership fee shall be determined annually by a two-thirds (2/3) vote of the Board of Directors. In all cases, the annual membership fee shall be paid in advance and no portion of any fee shall be refundable for any reason whatsoever, except as mandated by the Board of Directors. The Board of Directors, by two-thirds (2/3) vote, shall have the right to cancel any membership, with reasonable cause, but in the event of such cancellation, the expelled member shall be entitled to a prorated refund of the current annual membership fee, but in no event shall a refund be less than \$1.00.

SECTION 2:

In the event of the death, withdrawal or dismissal of any member, his membership certificate shall be cancelled and the member's name removed from the corporate membership rolls. If any such member purchased a bond, the bond will be returned subject to the terms of the bond agreement. ***

SECTION 3:

Membership shall be defined as the family unit or single member for voting purposes. Family membership shall entitle all members of a given household, to the age of 26, to use the facilities of the corporation. *** Membership shall be restricted to the extent that at least two-thirds (2/3) of the members of this corporation must be full-time residents of the County of Ulster. Membership shall be restricted to 320 membership families not to exceed a maximum of 1500 persons.

SECTION 4:

Membership in the corporation may be held and owned only by the incorporators and such other natural persons as are eligible and approved as provided in the articles of incorporation and the bylaws. No applicant may be denied membership because of race, color, gender, religious affiliation, or natural origin.

SECTION 5:

Natural persons other than incorporators desiring to become members shall submit written application to the Hurley Recreation Association, PO Box 58, Hurley, New York 12443 or 50 Dewitt Mills Rd, Hurley, NY 12443 accompanied by such information as the Board of Directors may require.

ARTICLE VI SHAREHOLDERS AND MEMBERS

SECTION 6:

Membership will be determined on an annual basis giving preference to the previously enrolled members in good standing and other applicants, considered on a first come first serve basis as deemed necessary by the Board of Directors to maintain membership as described per Article V, Section 3.

SECTION 7:

An initial registration fee shall be assessed to all new members, including those members whose membership has lapsed longer than one calendar year. This fee shall be determined annually by a two-thirds (2/3) vote of the Board of Directors. Upon appeal to the Board of Directors members may be granted a one year leave of absence.

ARTICLE VI MEMBERSHIP CERTIFICATES

SECTION 1:

This corporation shall not have capital stock, but its capital shall be represented by membership certificates.

SECTION 2:

The membership certificates shall be issued to each holder or fully paid member and shall be numbered consecutively, in accordance with the order of issue. Each membership certificate shall bear on its face the following statement:

- (a) "Subject to the duties and obligations as more fully set forth in the corporation's by-laws, rules and regulations."
- (b) "An initial registration fee will be assessed to all new members, including those members whose membership has lapsed longer than one year. " ***

(c) "Upon appeal to the Board of Directors a member may be granted a one year leave of absence." ***

SECTION 3:

No holder of a membership certificate shall be eligible to more than one vote at the meetings of the members, and no individual person may hold more than one certificate of the corporation.

SECTION 4:

No holder of a membership certificate may sell or transfer his certificate to any other person. All transfers of membership certificates shall be made upon the books of the corporation upon the surrender of the certificates covering the same by the holders thereof, or by their legal representatives but only with the approval of the Board of Directors.

SECTION 5:

Each member agrees to sign such regulations and agreements as the corporation shall from time to time provide and require.

ARTICLE VII MEETINGS

SECTION 1:

The annual membership meeting of this organization shall be held during the month of October each and every year on any day determined by the Board of Directors except a legal holiday.**

The Board of Directors shall provide notice via email, website posting and Facebook to every member in good standing of the time and the place of such annual meeting. The meeting shall be held at such place designated by the corporation.

The presence of not less than five percent (5%) of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

SECTION 2:

Special meetings of this organization may be called by the president when he or she deems it for the best interest of the organization. Notification of such meeting shall be communicated via website posting, Facebook and email to all members at least 48 hours before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of not less than one-fifth (1/5) of the members of the Board of Directors or 5% of the members of the organization the president shall cause a special meeting to be called by such request must be made in writing at least fifteen (15) days before the requested scheduled date.

No other business but specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

**Approved by the membership, October 16, 1975.

ARTICLE VIII

VOTING

At all meetings except for the election of officers and directors, all votes shall be via voice, except that for election of officers, ballots may be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairperson of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

ARTICLE IX

ORDER OF BUSINESS AT ALL MEETINGS

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of officers
4. Reports of committees
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

ARTICLE X

BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of 15 or less members, including the officers of this organization. Each director shall be at least eighteen (18) years of age. The Board is authorized to change the number of directors by a majority vote of the entire Board. (Approved January 14, 2014)

The Directors shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization. Directors shall be elected for terms of two (2) years. ***

The Board of Directors shall have the control and management of the affairs and business of this organization. The Board of Directors shall only act in the name of the organization when it is convened by its chairperson after due notice to all Directors of such meeting.

One-third (1/3) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly each month on a date and time to be decided by the Board at its first meeting following the Annual Membership meeting.

Each Director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings and may in its discretion deem necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors and shall hold office until the next annual meeting at which the election of directors is in the regular order of business and until his or her successor is elected and appointed and qualified.

The President of the organization by virtue of his or her office shall be Chairperson of the Board of Directors. The Board of Directors shall select from one of their number a Secretary.

Directors as such shall receive no compensation for their services as Directors.

Officers and Directors may be removed from office in the following manner: Any member, officer or director may present charges against a Director or officer by filing them in writing with the Secretary of the corporation. If presented by a member, the charges must be accompanied by a petition signed by fifteen percent (15%) of the members of the corporation. Such removal shall be voted on at the next regular or special meeting of the members, and shall be effective if approved by a vote of a majority of the members. The Director or officer against whom such charges have been presented shall be informed, in writing, of such charges five (5) days prior to the meeting and shall have the opportunity at such meeting to be heard in person or by counsel and to present witnesses; and the person or persons presenting such charges against him shall have the same opportunity.

A director may be removed for cause by a vote of the directors provided there is quorum of not less than a majority present at the meeting of the directors at which such action is taken.

If any director or officer participates in the proceeds realized by any person, firm or organization, from dealings with the corporation or if he competes in any way to the detriment of the business of the corporation on his private account, he or she shall immediately vacate his or her directorship and any office he or she may hold in the corporation.

A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary-Treasurer of the corporation within twenty-four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

As the terms of the members of the Board of Directors expire, the President of the Association shall appoint a nominating committee of three from the membership to make recommendations relative to the vacancies created. The committee shall seek the best qualified persons from the membership at large to fill vacancies. In their deliberations the committee shall consider the candidate's dedication to the aims of the Association, past participation in Association activities, ability to participate fully in the business of the Board and any special skills required to carry out the business of the Board. The nominating committee shall present the slate of candidates at the annual membership meeting. ** must be a two (2) year member of the Hurley Rec.

**Approved by the Membership, October 16, 1975

ARTICLE XI DUTIES AND POWERS OF DIRECTORS

SECTION 1:

The Board of Directors, subject to restrictions by law, the articles of the incorporation, or these By-Laws shall exercise all of the powers of the corporation, and, without prejudice to our limitation upon their general powers, it is hereby given, full power and authority in respect to the matters and as in hereinafter set forth to do the following things:

- (a) To pass upon the qualifications of members, and to cause to be issued appropriate certificates of membership.
- (b) To select and appoint all officers, agents or employees of the corporation, or remove such agents or employees of the corporation for just cause, prescribe such duties and designate such powers as may not be inconsistent with these bylaws, fix their compensation and pay for faithful services.
- (c) To borrow from any source, money, goods or services and to make and issue notes and other negotiable and transferable instruments, mortgages, deeds of trust and trust agreements and to do every act and thing necessary to effectuate the same; to purchase, take, receive, lease, as

lessee, or otherwise acquire property, or any interest therein, situate in or out of this county, which may be necessary and proper for this legitimate business and to sell and convey, lease, as lessor, and otherwise dispose of all or any said real or personal property.

- (d) To prescribe, adopt and amend, from time to time, such equitable uniform rules and regulations as, in their discretion may be deemed essential or convenient for the conduct of the business and affairs of the corporation and the guidance and control of its officers and employees, and to prescribe adequate penalties for the breach thereof.
- (e) To order at least once a year, an audit of the books and accounts of the corporation by a competent public auditor or accountant. The report prepared by such auditor or accountant shall be submitted to the members of the corporation at their annual meeting.
- (f) To require all officers, agents and employees charged with responsibility for the custody of any of the funds of the corporation, to give adequate bonds, the cost thereof to be paid by the corporation, and it shall be mandatory upon the directors to so require.
- (g) To select one or more banks to act as depositories of the funds of the corporation and to determine the manner of receiving, depositing, and disbursing the funds of the corporation and the form of checks and the persons by whom the same shall be signed, with the power to change such banks and the person or persons signing such checks and the form thereof at will.

ARTICLE XII OFFICERS

The office of the organization shall be as follows:

President
Vice President
Secretary
Treasurer

SECTION 1: PRESIDENT

The President shall preside at all membership meetings.

He or she shall by virtue of his or her office be chairperson of the Board of Directors.

He or she shall present at each annual meeting of the organization an annual report of the work of the Organization.

He or she shall appoint all committees, temporary or permanent.

He or she shall see all books, reports and certificates as required by law are properly kept or filed.

He or she shall be one of the officers who may sign the checks or drafts of the organization.

He or she shall have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

SECTION 2: VICE-PRESIDENT

The Vice-President shall in the event of the absence or inability of the President to exercise his or her office becoming acting President of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.

He or she may be one of the officers required to sign the checks and drafts of the organization. (Changed 2013)

He or she shall attend to all compliance issues of the organization (federal, state and local agencies). (Changed 2013)

He or she shall attend to all correspondence of the organization.

SECTION 3: SECRETARY (changed in 2013)

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his or her duty to file any and all certificates of compliance required by any federal or state agency, county, city, town or municipality.

He or she shall give and serve all notices to members of this organization.

He or she shall be the official custodian of the records and seal of this organization.

He or she shall present to the membership at any meeting any communication addressed to him or her as secretary of the organization.

SECTION 4: TREASURER

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He or she shall cause to be deposited in a regular commercial bank or trust company a sum not exceeding \$20,000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of New York.

He or she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks issued upon it.

He or she shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He or she shall exercise all duties incident of the office of the Treasurer.

SECTION 5: OFFICERS ***

Officers by virtue of their office shall be members of the Board of Directors.

No officer shall for any reason of his office be entitled to receive any salary. Nothing herein shall be constructed to prevent an officer or director for receiving compensation from the organization for duties other than director or officer as long as such arrangement complies with section 715 of the New York State Not-for-Profit Corporation Law.

The Board of Officers shall be entitled to a reduction of fifty percent (50%) off the annual dues. To be eligible for the reduction in dues, Board Members must attend all monthly meetings from January through November, including two meetings per month in July and August. Each board member is allowed three absences. If a Board Member cannot attend a scheduled meeting that Board Member must submit a written report to the President, prior to the meeting, as a report for their duty. Meeting shall be held the fourth Tuesday of each month and the second Tuesday of July and August, or as agreed upon by the presiding Board Members. This reduction will not extend to subcommittees. The reduction can only be applied once per membership, there shall be no free memberships even for those accepting more than one board position.

Positions entitled to the reduction of dues are only those who sit year round on the Board, the reduction will not exceed fifteen (15) positions, to include the following: (changed 2013)

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Membership
6. Newsletter/Website
7. Park Maintenance
8. Personnel
9. Pool Maintenance
10. Social Director
11. Swim Team Representative
12. Tennis Representative
13. Work Hours Coordinator
14. Snack Bar
15. Grant/Funds

TERMS OF OFFICE

President – Three years***

Vice-President – One year – step up to fill President

President steps up to fill Past President position for one year

All other positions - Two years

***updated in 2005

ARTICLE XIII SALARIES

The Board of Directors upon the recommendation of the personnel committee shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization. These salaries shall be periodically reviewed, and kept in accordance with similar positions in similar organizations.

ARTICLE XIV COMMITTEES

All committees of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors or majority vote.

All committees must comply with the requirements of section 712 of the New York State Not-for-Profit Corporation Law. There shall be no permanent committees.

Any committee chairperson may appoint a subcommittee for a specific and temporary task to be disbanded at completion of said task, the progress of which to be reported to the chairperson who will then report to the Board. The members of the subcommittee do not have to be Board members but may attend Board meetings to report on said task as long as the subcommittee is in existence.

ARTICLE XV DUES & FEES

SECTION 1:

The membership dues of this organization shall be fixed annually at the first meeting of the Board of Directors of each calendar year and shall be approved by two thirds (2/3) vote of the Directors. Such fees or dues shall be predicted upon the financial status of the corporation, its cost of operation for the preceding year and its anticipated future capital expenditures.

SECTION 2:

“Use Fees” for restricted areas as determined by the Board of Directors shall be fixed in the same manner as membership dues as set forth in Section 1 herein.

SECTION 3:

The Board of Directors on two-thirds (2/3) vote shall have the power to fix reduced dues for given individuals or families, who, in the sole discretion of the Board of Directors, warrant such treatment on the basis of financial hardship.

SECTION 4: *

There shall be no unnecessary increase in park fees. The use fee shall remain fixed until altered by two-thirds (2/3) vote of all members of the Board of Directors and approved by sixty-six percent (66%) of the membership at the annual meeting. The amount of the fee shall be predicted upon the current financial status of the park and its operating costs for the previous year. If an increase in the park fee is deemed necessary by the Board of Directors, they shall present, in writing, a complete breakdown of all operating expenses, including salaries, utilities, etc. to the membership. Notice of any proposed increase or decrease in the park fee shall be mailed to members of the Association not less than ten days prior to the annual meeting.

SECTION 5:

In the event that temporary increases in membership dues and/or use fees are necessary to defray unanticipated costly repairs to corporation property or other outstanding financial obligations, the amount of dues and fees levied upon members shall, upon the discharge of such financial obligations, revert back in the following year, to those in effect before the increase. This provision shall not apply if a general increase in dues and fees has been approved for the following year by the Board of Directors and the members as stipulated in Article XV.

* Approved by the Membership, November 20, 1970

ARTICLE XVI MEMBERS

All families and individuals who are accepted for membership in the corporation shall be entitled to the use and enjoyment of the recreational facilities owned and provided by the corporation, subject to all the provisions of the by-laws of the corporation and subject to all rules, regulations and restrictions as may be established from time to time by the officers, directors or committees of the corporation.

Any members shall have the right to inspect the corporate books at the office of the corporation and, upon request, shall be entitled to a copy of the by-laws and of all rules and regulations. (Changed January 2014)

ARTICLE XVII AMENDMENTS

These by-laws may be altered, amended, repealed or added to by an affirmative vote of a majority vote of the members present at any regular meeting of the corporation, with the exception of Article XVIII which may not be altered, amended or repealed by vote of the members, directors or otherwise.

ARTICLE XVIII DISOLUTION AND WINDING UP

SECTION 1:

In the event of the liquidation, dissolution and winding up of the corporation, all debts and obligations of the corporation shall be first paid and all remaining assets shall be given out-right to the Federal Government, State Government, or Local Government or to any similar type of organization, which itself is exempt under Section 501C3 of the Internal Revenue Code of 1954.

SECTION 2:

In the event that a proposal is made to dissolve the Corporation, a membership meeting shall be held for its consideration and disposition. The quorum for disposition of such a proposal shall not be less than two-thirds of the membership of this Corporation.

* Approved by the membership, November 20, 1970.

ARTICLE XIX GENERAL MANAGEMENT AND FISCAL POLICIES

SECTION 1:

The Secretary-Treasurer shall, after the end of each fiscal year, prepare and submit to the corporation a statement of the finances of the Corporation including such items as total income from all sources, total expenses, reserves, and net worth. The Board of Directors shall, prior to the annual membership meeting, prepare a budget and submit the same at the annual membership meeting for approval.

SECTION 2:

All disbursements of the fund of the Corporation when paid in cash shall be evidenced by proper receipt.

SECTION 3:

The Board of Directors may fix and enforce such penalties to be applied against users of the facilities of the Corporation, including the suspension or cancellation of membership rights, as the Board determines necessary to assure the proper carrying out by the Corporation of its purposes, the protection of property of the Corporation, and the equitable use of the facilities of the Corporation by all users.

SECTION 4:

No corporate funds shall be used for special group projects. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its names,, unless authorized by a resolution of the Board of Directors, and no loan of more than \$10,000.00 shall be contracted on behalf of the Corporation unless also approved by fifty-five percent (55%) of the voting membership convened in a regular or special meeting.