

**BYLAWS OF THE CUTCHOGUE CIVIC ASSOCIATION INC.,  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I: NAME**

The name of this association shall be CUTCHOGUE CIVIC ASSOCIATION INC. (the "Association").

**ARTICLE II: GEOGRAPHIC AREA**

"Cutchogue" as used in this document refers to the area designated as the hamlet of Cutchogue in the Town of Southold, New York.

**ARTICLE III: PURPOSE**

The Cutchogue Civic Association Inc. is a not-for-profit community-based organization whose mission is to help protect and enhance the unique character of hamlet of Cutchogue by keeping community members well-informed regarding topics of community interest or concern and ensuring that they have an active voice in such matters. The Association shall provide neutral forums to educate and inform members, allow for the sharing of information, facilitate the expression of ideas and the discussion of interests and concerns, and promote collaboration and the development of a consensus on issues of importance to the community.

**ARTICLE IV: MEMBERSHIP**

SECTION 1. There shall be three classes of voting membership: (1) individual, (2) household, and (3) business. Individual and business memberships are open to only one person per membership, while household membership is open to two or more persons, not to exceed four people, living in the same residence located in Cutchogue. A household membership entitles each person in the household, up to a maximum of four, to the privileges of individual membership. Voting privileges are extended to each individual, household or business member who has reached the age of 18.

SECTION 2. Membership shall be open to all persons who own property in Cutchogue, or who reside in property pursuant to a lease agreement having a

term of at least twelve consecutive months, or who own a business with a physical location in Cutchogue. While ownership of a property or business may involve multiple parties and take various legal forms, only one person shall be eligible for membership on the basis of such ownership.

SECTION 3. Each person, member of household, or business owner who is eligible for membership shall be entitled to apply for only one class of membership and shall be allowed only one vote. No person shall be entitled to apply for multiple memberships, or be entitled to multiple votes by virtue of ownership of multiple properties and/or multiple businesses in Cutchogue.

SECTION 4. There shall be two classes of non-voting membership: (1) Youth and (2) Friend. Any person under 18 years of age and residing in Cutchogue may apply for a Youth membership. Any person with an interest in the future of Cutchogue may apply for a Friend membership. Youth and Friend memberships entitle such member to participate in Association events, but do not include the right to vote.

SECTION 5. The amount required for annual dues shall be \$30 each year for individual membership, \$50 each year for household membership, \$50 each year for business membership, and \$15 each year for Friend membership, unless changed by majority vote of members in attendance at an annual membership meeting. There shall be no fee for Youth memberships. Membership dues will not be prorated.

SECTION 6. Any person who qualifies for membership as stated in this Article shall, upon review and acceptance of a complete application form and payment of the annual dues, be deemed a member in good standing and entitled to membership privileges until the next December 31<sup>st</sup>.

#### ARTICLE V: BOARD OF DIRECTORS

SECTION 1. The Association shall be governed by a Board of Directors, which shall consist of not more than nine members. At the first Annual Membership Meeting in December 2023, half of the members of the Board (or one-half plus one, in the case of an odd number of board members) shall be elected by ballot to serve for a term of two years, and the remaining members of the Board shall be elected to serve for a term of one year. Thereafter, elections to fill Board vacancies at the

end of their terms shall take place at the Annual Meeting, and all future terms shall be for two years. Only members in good standing and with voting privileges may be elected to the Board, and only members in good standing and with voting privileges shall be entitled to vote.

SECTION 2. Candidates for the Board of Directors shall be chosen each year by a Nominating Committee, which shall be chaired by the Vice President and shall consist of such other Board members as the Chair may select. Any member eligible to vote and in good standing prior to the meeting at which the election of Board members is to be held shall be eligible to seek election as a Director.

SECTION 3. Each year at a Board meeting immediately following the Annual Membership Meeting, the Board shall elect its Officers: a President, Vice President, Secretary, and Treasurer. The Board may also appoint chair people of any standing and special committees, and may in its discretion from time to time establish new committees. The Board may also engage the services of experts or others possessing specialized skills as it deems advisable, and the Board may designate such persons to represent the Association on specific topics in official communications with Federal, State, County or local officials or authorities.

SECTION 4. The Board of Directors shall hear reports and recommendations from committees, discuss issues of concern to the Association and take action on them. The Board shall prepare resolutions for discussion at general membership meetings.

SECTION 5. Members shall be limited to two consecutive terms on the Board of Directors. A member who has lost tenure after serving two consecutive terms shall become eligible for reelection to the Board after a lapse of one year.

SECTION 6. Any member of the Board may resign at any time by giving written notice of resignation to the President. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

SECTION 7. At any meeting of the Board duly called, any Officer or Director may be removed with or without cause by a vote of two-thirds of the entire Board.

SECTION 8. Vacancies in office occurring between annual meetings shall be filled by a majority vote of the remaining members of the Board. Those so elected shall serve until the next Annual Meeting.

#### ARTICLE VI: OFFICERS

SECTION 1. The elected offices of the Association shall be President, Vice President, Secretary, and Treasurer.

The duties of the officers shall be as follows:

- A. The President shall preside at all meetings of the Association and the Board of Directors. The President shall represent the Association in all official communications with Federal, State, County and local officials and authorities, except as otherwise provided in Article V.
- B. The Vice President shall preside at all meetings from which the President is absent. In the event of the absence of the President and Vice President, from any meeting, the members of the Board of Directors shall select a chairperson to preside at such meeting.
- C. The Secretary shall assure there is a record of all meetings of the Board of Directors and all meetings of the membership. The Secretary shall issue notices of all meetings and, with the concurrence of the President, all correspondence of the Association.
- D. The Treasurer shall collect and under the direction of the Board of Directors disperse all funds of the Association. The Treasurer shall keep regular accounts in books of the Association, which shall be open at all times to inspection by any member of the Board of Directors. At each meeting of the Board of Directors the Treasurer shall report the balance of money on hand and any pending income and expenses. The Treasurer shall be responsible for the preparation of an annual budget in consultation with the Finance Committee.  
At the Annual Meeting, the Treasurer shall make a full report of all receipts and disbursements for the prior fiscal year, and all outstanding obligations of the Association.

SECTION 2. The duties of the Officers shall not be limited as enumerated above, and they may discharge such additional duties as may be requested by the Board.

#### ARTICLE VII: COMMITTEES

SECTION 1. The Association shall have five standing committees essential to its operations: Membership, Communications, Finance, Programs, and Governmental Affairs. The Membership Committee is responsible for membership recruitment and retention. The Communications Committee is responsible for communications from the Association to the Cutchogue community. The Finance Committee is responsible for the organization's annual budget. The Programs Committee plans and schedules membership meetings in accordance with the wishes of the Board. The Government Affairs Committee stays informed on issues of concern to Cutchogue and brings to the Board and membership proposals for action, as needed.

Section 2. The Board of Directors may form other special committees to address specific matters or projects. Such committees may include, but are not limited to: History, Hospitality, Scholarship, and other event or issue-specific committees.

#### ARTICLE VIII: BOARD OF DIRECTORS MEETINGS AND QUORUMS

Section 1. Regular open meetings of the Board of Directors shall be held once a month. Representatives of the committees shall report at these meetings. All members of the Association are welcome to attend. Once a date, time and place have been communicated to the membership, no further notice shall be required.

Section 2. At the meetings of the Board of Directors, a quorum shall consist of a majority of the Board of Directors. A Director may participate virtually, if that option is available at the meeting venue. Action may be taken with a majority of the Directors present, either in person or virtually.

Section 3. A special meeting of the board of Directors may be called at any time by the President, upon a request from a majority of the Board of Directors and notice to all Directors and the membership.

#### ARTICLE IX: MEMBERSHIP MEETINGS AND QUORUMS

Section 1. At a general meeting of the Association action may be taken following an affirmative vote of a minimum of 75% of the members present and voting. Such members must have been members in good standing prior to the meeting at which such vote shall occur. Copies of any written position taken shall be promptly made available to all members.

Section 2 · There shall be an annual meeting of the members, which shall take place during the month of December. A minimum of three additional general membership meetings shall be held annually. Additional meetings may be called by the Board of Directors as needed.

Section 3. Notice of each membership meeting shall be given by the Secretary by email to each member in good standing. This notice shall be given at least fourteen days before the scheduled date of the meeting.

Section 4. The President shall report to the members at the annual meeting on the state of the organization, and the Treasurer shall report on the Association's income and expenditures during the previous fiscal year.

Section 5. A special meeting of the membership shall be called by the Board of Directors upon receipt of a request for such a meeting signed by at least twenty percent of the members in good standing.

#### ARTICLE XI: AMENDMENTS

Amendments to the Bylaws may be proposed to the membership by the Board of Directors, after they have been approved by at least two-thirds vote of the Board. Notice of the proposed amendments shall be provided to the membership by email at least five days prior to the membership meeting at which the amendments are to be considered. At least two-thirds of the members present at

such meeting shall approve the amendments in order for the amendments to be adopted.

#### ARTICLE XII: TERMINATION

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association as shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code or as otherwise required by the Articles of Incorporation.