

Rocky Point Civic Association

Bylaws (Combined and Updated 2025)

These Bylaws combine and replace the Rocky Point Civic Association Constitution (Revised October 2015) and By-Laws (Revised October 2015). All provisions from those documents are preserved and organized here, with updates adopted in 2025 regarding quorum, consent calendar, electronic meetings and ballots, candidate eligibility, homeowner waiver, trustee duties, oath of office, digital assets, and annual dues setting.

Article 1. Name

The name of this organization is **The Rocky Point Civic Association, Inc.**

Article 2. Object

The object of the Association is to **promote the welfare and quality of life in Rocky Point and the surrounding community.**

Article 3. Membership

Section A. Eligibility

Any individual who has reached the age of eighteen and who is a **resident, property owner, or business owner of Rocky Point** is eligible for membership. One or more members of each family may join.

Section B. Member in Good Standing

An individual is a member in good standing if all of the following are true:

1. The member has attended at least **five of the last twelve** monthly meetings.
2. The member is a resident, property owner, or business owner of Rocky Point.
3. **Membership dues are current.**

Section C. Dues

Dues for the ensuing year shall be set by a **majority vote of the members present at the Annual Meeting** after a Treasurer's recommendation and Board review. The Board shall publish the proposed dues schedule in the Annual Meeting notice. If no vote is taken, the prior year's dues remain in effect.

Article 4. Officers and Board

Section A. Officers and Eligibility

The Officers are the **President, Vice President, Secretary, Treasurer, Membership Secretary, and Sergeant-at-Arms**. All Officers must be **homeowners and residents of Rocky Point**, subject to the **Homeowner Requirement Waiver** in Article 7 Section A Paragraph 3.

Section B. Board of Trustees, Composition and Quorum

The **Board of Trustees** consists of the Officers and **three Trustees**. A quorum of the Board is **six**. Board members may attend and vote by real-time audio or video.

Section C. Authority of the Board of Trustees

The Board of Trustees shall **exercise general supervision** over the Association, shall have access at all times to **all records** of the Association, and shall from time to time **designate suitable depositories** for Association funds.

Article 5. Meetings

Section A. Annual, Regular, and Special Meetings

1. The Association shall hold an **Annual Meeting** in **November** for the election of Officers and Trustees.
2. **Regular meetings** shall be held **each month at 7:30 p.m.** The day of the regular meeting is determined at the Annual Meeting.
3. **Special meetings** may be called by the President.

Section B. Quorum for Membership Meetings

1. **Ordinary Quorum.** A quorum for regular and special membership meetings is the greater of **ten members in good standing** or **twenty five percent of members in good standing**, measured as of the first day of the meeting month.
 2. **Continuity Quorum Provision for Routine Business.** If Ordinary Quorum is not achieved by fifteen minutes after the posted start time, the meeting may proceed for **Routine Business** upon the presence of **at least six Board members including any four Officers**. Actions taken under this provision are limited to Routine Business and must be recorded as such in the minutes. Routine Business includes receipt of reports, approval of minutes, actions that implement previously approved budgets, policies, or contracts, scheduling, issuance of notices, and referrals to committee. This provision may not be used for elections, amendments to these Bylaws, dues changes, member discipline, or unbudgeted expenditures that exceed five hundred dollars or any higher limit set by Board policy.
 3. **Electronic and Hybrid Attendance.** Members may participate by real-time audio or video and, if they can hear and be heard, they count toward quorum and may vote, provided identity and eligibility are verified. This option must be authorized for that meeting by a **majority vote of the Board** and is permitted only when the Association has the **feasible technical means** to support it. If the authorized technology becomes unavailable or unreliable, the Chair may limit or discontinue remote participation for that meeting without affecting an in-person quorum already established.
 4. **Item Specific Quorum by Absentee or Electronic Ballot.** For any motion published with full text in the meeting notice, absentee or electronic ballots received by the stated deadline count toward quorum for that item only and are included in the tally.
 5. **Adjourned Meeting Rule.** If quorum is not achieved, the Chair may adjourn to a date and time certain within fourteen days. At the reconvened meeting the members present constitute a quorum for the limited agenda stated in the adjournment notice, excluding elections and amendments to these Bylaws.
 6. **Attendance Benchmark.** As guidance, the Association strives for a minimum attendance of **fifteen** members at membership meetings.
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Article 6. Voting by Members

1. Only **members in good standing** may vote.
 2. Voting privileges are limited to **two members in good standing per single household**.
 3. At its discretion the Board of Trustees may **Postpone to a Certain Time** any motion to allow notice to the full membership. Postponement shall not extend beyond the **next regularly scheduled meeting**.
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Article 7. Candidates, Nominations, Elections, Terms, Vacancies, Oath, Removal

Section A. Eligibility to be a Candidate

A candidate for Officer or Trustee must be a **member in good standing** and meet **one** of the following pathways:

1. **Path 1. Attendance Path.** Attended at least **six of the last twelve** membership meetings.
2. **Path 2. Board and Member Nomination Path, Attendance Waiver.** The candidate receives **unanimous endorsement of the Board of Trustees with no dissent** and is **co sponsored in writing by any five members in good standing**.
 - Unanimous endorsement with no dissent means an **affirmative vote from every seated Board member** at a duly called Board meeting with Board quorum. Any vote other than an affirmative vote, including an abstention, is treated as dissent and defeats the endorsement.
 - Vacant Board seats do not count toward unanimity. Where one person holds more than one office, that person counts as a single Board member for this vote.
3. **Homeowner Requirement Waiver for Officers only.** The homeowner requirement in Article 4 Section A may be **waived for a specific officer candidate for the current election cycle** by unanimous Board endorsement with no dissent as described in Path 2 and by five member co sponsors in good standing.

Section B. Nominating Committee and Nominations

In **September** the President appoints a **Nominating Committee** of up to **five** members in good standing. The **Vice President** is the Committee Chairperson and appoints **two tellers** for the election. The Committee's slate is presented at the **October** meeting. **Nominations from the floor** by any member in good standing are permitted at that meeting.

Section C. Elections and Installation

The **Annual Meeting** takes place in **November**, at which time **Officers and Trustees** are elected. **Installation** occurs at the **December** meeting. Elections are by **ballot**, or by **voice vote** if there is one slate of candidates. The tellers supervise and tabulate the vote and report the results in writing to the President. **The candidate receiving the largest number of votes** for each office is elected.

Section D. Terms of Office

Officers serve **two year** terms. Trustees serve **three year** terms with **one** retiring each year.

Section E. Vacancies and Succession

The **President**, with approval of the **Board of Trustees**, may **appoint a member in good standing** to fill any vacancy among the offices that may exist.

Section F. Oath of Office

I, (state name), solemnly swear to uphold the **Rocky Point Civic Association Bylaws**, the **Constitution of the State of New York**, and the **Constitution of the United States of America**, and to discharge my duties as (state position) to the best of my ability. So help me God.

Section G. Impeachment and Removal

Any member of the Board of Trustees may be subject to **impeachment or removal** if the member fails to meet the requirements of candidacy or fails to fulfill the duties of office. Such proceedings shall **follow Robert's Rules of Order**.

Article 8. Duties of Officers

Section 1. President

The President is the **Executive Officer and Chairperson of the Board of Trustees**. The President signs all contracts at the direction of the Board, presides at all meetings, enforces the governing rules, decides questions of order, acts as judge of elections, and declares results. At the **first meeting of each year in January**, the President appoints Standing Committees and may appoint additional committees as necessary. All appointments require majority approval of the Board of Trustees. The President co signs with either the Vice President or the Treasurer any monies ordered paid, may call special meetings, and verifies the Annual Report of the Trustees at the Annual Meeting. The President is **ex officio** a member of all committees and follows **Robert's Rules of Order** in matters of dispute and conduct.

Section 2. Vice President

The Vice President assists the President and assumes all powers during the President's absence or withdrawal from the Chair. The Vice President is the Nominating Committee Chairperson and appoints the tellers.

Section 3. Secretary

The Secretary keeps accurate records of all meetings and reads them at the next meeting. The Secretary provides abstracts of minutes to the President upon request, delivers minutes to the President if the Secretary cannot attend, reads communications, reports, and petitions, and conducts

all official correspondence of the Association including generating, answering, and communicating correspondence.

Section 4. Treasurer

The Treasurer forwards bills and claims to the Board without delay and has the care and custody of Association funds. Funds must be deposited and maintained only in accounts in the Association's name in secured institutions approved by the Board. The Treasurer signs checks and vouchers together with the President or Vice President. Two of the three signatures of Treasurer, President, and Vice President are required on checks or vouchers. The Treasurer keeps correct books, reports the financial condition at every meeting and as directed, keeps books open for inspection by a Board quorum or any duly constituted auditing committee, receives all monies and promptly deposits them, and prepares a full financial report for the Annual Meeting in November or when requested. Upon leaving office the Treasurer delivers all monies, accounts, ledgers, and property to the successor.

Section 5. Membership Secretary

The Membership Secretary records applications, keeps a roster with names and addresses, keeps an account of each member's financial standing, collects dues and remits them to the Treasurer within ten days taking a receipt, forwards reports as requested, submits files for inspection or audit when ordered, and makes a current and complete membership list available to the Board at every regular or special meeting.

Section 6. Sergeant-at-Arms

The Sergeant-at-Arms directs members and guests to indicate their presence in writing at meetings, greets invited speakers, maintains order, and at the President's direction escorts from the meeting any member or guest who is out of order.

Article 9. Duties and Definition of Trustees

Section 1. Definition

"Trustees" are the three non officer members elected by the membership who, together with the Officers, constitute the **Board of Trustees**.

Section 2. Core Duties

Trustees share equally with Officers in the Board's responsibilities to exercise general supervision over the Association, access all records as needed for governance, designate suitable depositories for

Association funds, provide fiscal oversight including receiving Treasurer's reports and serving on or cooperating with any duly constituted auditing committee, attend and participate in Board and membership meetings, and uphold these Bylaws and Robert's Rules of Order.

Section 3. Term, Vacancies, Removal

Trustees are nominated, elected, and installed per Article 7, serve three year staggered terms with one retiring each year, vacancies are filled under Article 7 Section E, and removal follows Article 7 Section G.

Article 10. Committees

Standing Committees are appointed by the President at the January meeting, subject to majority Board approval. The President may appoint additional committees as needed, subject to Board approval. The President is **ex officio** a member of all committees.

Article 11. Financial Administration

Association funds shall be kept only in accounts in the Association's name at secured depositories approved by the Board. Two of the three signatures of Treasurer, President, and Vice President are required on checks or vouchers. Books and records are open to inspection by a quorum of the Board or a duly constituted auditing committee.

Article 12. Consent Calendar

The President may place routine and non controversial matters on a **Consent Calendar** in the meeting notice. Any single member may request removal of an item before adoption. Removed items are considered under General Business. The Consent Calendar may be adopted in one motion without debate.

Article 13. Electronic Meetings, Notice, and Ballots

The Association and the Board may hold hybrid or fully electronic meetings **only when feasible technical means are available and only if authorized for that meeting by a majority vote of the Board**. Platforms used must allow participants to hear, be heard, and vote in real time. Meeting

notices, agendas, and ballot materials may be sent by email and posted on the Association's official website or social channel at least seven days in advance, or fourteen days when amendments to these Bylaws or elections are on the agenda. For agenda items noticed with full text, members in good standing may cast absentee or electronic ballots in the manner and by the deadline stated in the notice. Such ballots count for quorum and vote on the noticed item only. The Board shall adopt procedures to verify identity, prevent duplicate votes, and securely retain records. If, during any authorized hybrid or electronic meeting, the technology becomes unavailable or unreliable, the Chair may limit or discontinue remote participation for that meeting without affecting an in-person quorum already established.

Article 14. Parliamentary Authority

In all matters of dispute and personal conduct of members and Officers, the Association shall be governed by **Robert's Rules of Order, latest edition**.

Article 15. Installation and Transition

Elected Officers and Trustees shall be sworn in at the **December** meeting using the Oath of Office in Article 7 Section F. Officers shall ensure orderly transition of records, funds, and property to successors.

Article 16. Amendment of Bylaws

1. **Notice.** Proposed amendments must be noticed with full text at least **fourteen days** before the vote.
 2. **Required Balloting Method.** Voting on amendments to these Bylaws shall be conducted by **electronic or absentee ballot** administered by the Association or its agent to ensure identity verification, auditability, and permanent record retention.
 3. **Quorum and Threshold.** For a bylaws vote, quorum is the Ordinary Quorum in Article 5 Section B Paragraph 1, measured by ballots returned plus members present for that item. Adoption requires **two thirds of the votes cast**.
 4. **Record Retention.** Ballots, tallies, certifications, and notices shall be retained for **seven years**.
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Article 17. Digital and Online Assets, Ownership and Return

All digital and online assets used for official Civic business, including email accounts, domain and DNS, website and hosting files, social media pages, cloud storage, payment or donation pages, analytics, and any related passwords, multifactor methods, and recovery codes, are the sole property of the Rocky Point Civic Association. Any officer, trustee, member, volunteer, or vendor who administers or accesses such assets acts only as an agent of the Association and must, upon request or upon leaving a role, immediately transfer full control, credentials, and recovery materials to the Association and retain no copies. Personal accounts may not be used for official business unless a Board approved written agreement states the terms of service and confirms Association ownership and export rights. In an emergency risk of loss or misuse, the President and Treasurer may reset access and reclaim control and shall report at the next meeting. The Secretary keeps a current list of official accounts.

Certification and Supersession

These Bylaws supersede and replace the separately published **Rocky Point Civic Association Constitution (Revised October 2015)** and **Rocky Point Civic Association By-Laws (Revised October 2015)** by combining all provisions into a single governing document without loss, and by adopting the quorum, consent calendar, electronic meetings and ballots, candidate eligibility flexibility, homeowner waiver, trustee duties and definition, oath of office text, digital asset ownership provisions, and annual dues setting adopted in 2025.
