



BRADDOCK'S MILL CONSERVATION ASSOCIATION

Constitution and By-Laws of the Braddock's Mill Conservation Association

Article I – Name

The name of this organization, as set forth in the Certificate of Incorporation under The Corporations and Associations Not for Profit Act, Title 15 of the New Jersey Statutes (Annotated), shall be the Braddock's Mill Conservation Association, hereinafter referred to as Association.

Article II - Objectives

- (1) To protect and preserve the water quality, soils, native vegetation and fauna, and the natural beauty of the Braddock's Mill Lake Tract, and to maintain the surroundings as close to their natural state as possible.
- (2) Within the scope of the previous objective, to foster the development of private and community property in the Braddock's Mill Lake Tract, consistent with reasonable human needs, and to promote adherence to State and Local Laws governing the use of land, and the Covenants running with the land within the Tract.
- (3) To foster the development of harmonious relationships among the residents and property owners within the Braddock's Mill Lake tract.
- (4) To establish reasonable regulations relating to the use of both private and community property within the Braddock's Mill Lake tract.
- (5) To provide for the maintenance, improvement, and protection of community property within the Braddock's Mill Lake tract.

Article III - Powers

The Association, in order to realize its stated objectives, shall have the power:

- (1) To own, purchase or otherwise acquire real and personal property and to maintain, improve and to sell, lease or otherwise dispose of such property and to obtain, invest, reinvest, and use funds and properties of any kind.
- (2) To levy dues upon its Membership.

Article IV - Restrictions

The Association shall have no capital stock, nor may any part of its income or property inure to the private benefit of any of its members, or officers, or any other individual. The Association may not devote a substantial part of its time or activities to the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Association participate in or interfere with any political campaign of any candidate for public office.

Article V - Dissolution & Disposition of Assets

Upon the voluntary or involuntary dissolution or liquidation of the Association, and after the payment of all just debts and obligations of the Association, all funds, investments and other assets of the Association, other than real Property, shall be given to one or more non-profit organizations devoted to the preservation of wildlife and/or natural resources, such as, but not limited to, The National Audubon Society, Nature Conservancy or the Wilderness Society. Selection of such organization shall be by majority vote of the membership of the Association, called to meeting for the purpose of making such a selection. Disposition of real property owned by the Association shall be determined by the majority vote of the membership at said meeting.

Article VI - Organization & Government

Section - 1 Officers of the Association - The officers of the Association shall be a President, a Vice-President, a Treasurer, and a Secretary, each with conventional authority and responsibility as provided in the By-Laws, and each to hold office for one year or until a successor is elected as provided in the By-Laws. The President and Vice-President may not continuously succeed themselves for more than one term. The President shall assume the title of Past President at the end of his term in office.

Section - 2 Executive Committee - The government of the Association shall reside in the Executive Committee, the latter comprising the officers of the Society, the immediate Past President, and the Chairmen of the Standing Committees. Five members of the Executive Committee shall constitute a quorum.

Section - 3 Vacancies - In the event the office of the President becomes vacant, the Vice President will assume the duties and responsibilities of the President until completion of the latter's normal term. In the event of vacancy in any other office, an election will be held by letter ballot or special meeting, at the discretion of the Executive Committee, to fill such vacancy.

Article VII - Meetings

Section - Regular Meetings - The Annual Meeting of the Association shall be held in September of each year at such time and place as shall be specified by the Executive Committee and other meetings shall be called as specified in the By-Laws. All members shall be notified by mail of the place and date of any meetings at least ten days prior to said meetings.

Article VIII - Membership

Section - 1 - Membership in the Association shall be limited to individuals and/or families who own property in the Braddock's Mill Lake tract. Each such individual and/or family shall have one membership vote, regardless of amount of property owned.

Article IX - Amendments

This constitution can be amended, providing that the amendment is first considered by the President; is then approved by a majority vote of the Executive Committee and is finally approved by the affirmative vote of at least two-thirds of the membership voting by letter ballot, or at a special meeting, at the discretion of the Executive Committee.

BY-LAWS

By-Law I - Nominations & Elections

Section - 1 Annual Meeting - The Association shall hold an Annual Meeting at which officers shall be elected as provided in the following Sections. The Secretary shall distribute to all members in good standing a written announcement of such meeting at least six weeks in advance of such meeting. The annual meeting shall be held each year during the month of September at a time and place as determined by the Executive Committee. The Secretary shall distribute to all members at least six weeks before such meeting ballot envelopes and ballot forms setting forth the candidates for office as nominated according to Sections 2 and 3 of the By-Laws. Properly marked ballots may be returned to the Secretary either at the Annual Meeting, or in advance thereof if the member shall not be present at the meeting. The Secretary shall open and count the ballots at the meeting and report the results. Fifteen membership votes shall constitute a quorum at all meetings of the Association.

Section - 2 Nomination of President, Vice-President, Treasurer & Secretary - The President shall appoint a Nominating Committee which shall provide a slate of one or more candidates for each of the aforesaid offices. This proposed slate shall be distributed by the Secretary to the membership at least six weeks in advance of the Annual Meeting.

Section - 3 Nomination by Petition - Additional nominations for all elective offices may be made by petition signed by at least five members in good standing. Such petitions must be received by the Secretary at least four weeks prior to the Annual Meeting for distribution to the membership.

Section - 4 Elections - All elective offices shall be filled by majority vote of the membership voting in person or by proxy at the Annual Meeting as provided in Section 1 and further provided that a quorum shall be present at such meeting.

By-Law II - Committees

Section - 1 Standing Committees - There shall be the following Standing Committees: Membership, Nominations, Lake, Building & Improvements, and Community Relations. Appointment of committee chairmen shall be made annually by the President, subject to

approval of the Executive Committee and for a term to expire with the expiration of the term of the appointing President. Other committees may be appointed by the President subject to the approval of the Executive Committee, as may be deemed necessary.

By-Law III -Membership Application Fees & Dues

Section - 1 Application Fees - There shall be a membership application fee equal to the annual dues, which shall be deposited with the Treasurer before any applicant may be interviewed by the Membership Committee. This fee shall not be refundable under any circumstances.

Section - 2 Dues - Dues shall be \$200 annually, to be paid upon notice to be distributed by the Treasurer. Any member whose dues are not paid at the time of the Annual Meeting shall not be entitled to vote. Dues may be raised upon recommendation of the Executive Committee, and ratification by a majority of the membership voting, in person or by proxy, at the next following Annual Meeting.

Section - 3 Assessments - No assessments may be levied, for any reason whatsoever, upon the membership, without unanimous approval thereof.

By-Law IV - Administration

Section - 1 President - The President shall be the chief executive officer of the Association with power to administer the decisions of the Executive Committee and to take such action as may be necessary between meetings of the Executive Committee on those matters not solely within the jurisdiction of the Executive Committee.

Section - 2 Vice-President - The Vice-President shall serve as an assistant to the President, and shall act for him in the President's absence.

Section - 3 Treasurer - The Treasurer shall have charge of all monies, securities, and valuable papers of the Association, and shall collect monies due in accordance with the By-Laws and acts of the Executive Committee. Such monies so collected shall be deposited to the account of the Association in a bank designated by the Executive Committee. The Treasurer shall be authorized individually to sign checks drawn on said bank up to a maximum of \$300.00, any larger amount requiring the co-signature of another officer of the Association. The Treasurer shall keep a correct account of all receipts and disbursements and render a full report annually, or more often if required by the Executive Committee, and shall turn over all property and financial records of the Association in his or her possession to his or her successor, when such successor is duly chosen and qualified.

Section - 4 Secretary - The Secretary shall keep full and complete minutes of the Association and all meetings of the Executive Committee; issue ail notices and calls for meetings; maintain the membership list; perform other duties as the Executive Committee may direct; and turn over all ,minutes and other records of the Association in his or her possession to his or her successor, ,when such successor is duly chosen and qualified.

By-Law V - Amendments

These By-Laws may be amended in the same manner as provided for the amendment of the Constitution under Article IX thereof.

By-Law VI - Parliamentary Law & Procedure

Any matter of parliamentary Law of Procedure not specifically provided for in these By-Laws shall be governed by Robert's Rules of Order as published in the last revised edition.

Amendments to the By-Laws

The Constitution and By-Laws of the Braddock's Mill Conservation Association provide for amendments thereto, under Article IX, as follows:

"This constitution can be amended, providing that the amendment is first considered by the President; is then approved by a majority vote of the Executive Committee and is finally approved by the affirmative vote of at least two-thirds of the membership voting by letter ballot, or at a special meeting, at the discretion of the Executive Committee,"

The following section is a record of the amendments made to the by-laws.

Amendment to By-Law III, Section 2 – May 10, 1979

At its meeting on 27 April 1979, the Executive Committee unanimously approved the following amendments to the By-Laws, which were subsequently ratified by the membership in meeting on 10 May 1979.

By-Law III - Membership Application Fees & Dues

Section 2 becomes Section 2a.

Add new Sections 2b, 2c, and 2d as follows:

Section 2b - Dues are payable during the month of January of each calendar year. The Treasurer will give Individual notice of dues unpaid by 15 February; dues remaining unpaid by 15 March shall result in posting of delinquency, and suspension of membership until such time as dues are paid in full. Interest on unpaid dues may be charged at the discretion of the Executive Committee.

Section 2c - A member and family under suspension lose all rights and privileges of membership, including, but not limited to, the right to participate and vote in membership meetings; the right to attend any Association function, and the right to use any Association facilities, such as the lake, boat racks and community beach.

Section 2d - Dues shall be considered assessed against the property, and any unpaid dues at the time of sale of property, shall be assessed against the purchasing party.

Amendment to By-Law III, Section 2 and Section 3 – November 14, 2020

The board presented a proposed change to the bylaws at the BMCA annual meeting on November 14th, 2020. The changes were ratified by home owners at that meeting and home owners that voted by proxy. Changes were made to sections 2a, 2b, 2c, 2d and section 3.

Section - 2 Dues –

Section 2a - Dues shall be set annually, based on the Executive Committee's estimated budget and dues recommendation for the following year. The estimated budget and recommended dues will be presented at the Fall membership meeting. Members must be in good standing with no unpaid assessments, dues or fees at the time of the to vote. A simple majority of those present at the meeting or voting by proxy is needed to approve the budget and dues. If there is no change in dues approved, dues shall continue in the amount most recently set. Any member whose dues are not paid at the time of the Annual Meeting shall not be entitled to vote.

Section 2b - Dues are payable during the month of January of each calendar year. The Treasurer will give Individual notice of dues unpaid by 15 February; dues remaining unpaid by 15 March shall result in posting of delinquency, incur late fees and interest, and a suspension of membership until such time as dues are paid in full. The late fee assessed will be 10% of the outstanding balance. Interest on unpaid dues will accrue at a 10% annual rate. If dues remain unpaid by 15 April a lien will be placed on the property for the unpaid amount. The delinquent member will also be responsible for legal fees incurred associated with the lien.

Section 2c - A member and family under suspension lose all rights and privileges of membership, including, but not limited to, the right to participate and vote in membership meetings; the right to attend any Association function, and the right to use any Association facilities, such as the lake, boat racks and community beach.

Section 2d – Dues, fees, and interest shall be considered assessed against the property, and any unpaid dues, fees, and interest at the time of sale of property, shall be assessed against the purchasing party.

Section - 3 Assessments – The need for an assessment will be determined by the Executive Committee and must be presented to the homeowners at either an annual meeting or a special assessment meeting. Members must be in good standing with no unpaid assessments, dues or fees at the time of the to vote. A simple majority of those present at the meeting or voting by proxy is needed to approve the assessment.