

# **BY-LAWS OF THE CHAUTAUQUA PROPERTY OWNERS ASSOCIATION, INC.**

## ***Article 1: NAME***

The name of this organization shall be the CHAUTAUQUA PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as "CPOA."

## ***Article 2: PURPOSE***

The purpose of CPOA is to further the interests of the owners of property on the grounds of the Chautauqua Institution and, consistent with that objective, further the interests of the Chautauqua Institution.

## ***Article 3: MEMBERS***

The Members of CPOA shall include all owners of property within the Chautauqua Institution Grounds who become dues paying members during the current calendar year. For voting purposes, property owners must designate one individual for each property.

## ***Article 4: BOARD OF DIRECTORS***

The CPOA shall be managed by an executive committee, hereinafter referred to as the "Board of Directors," which shall consist of the Officers and those members of CPOA who shall be the Area Representatives of the areas into which the Chautauqua Institution Grounds are divided by the Board of Directors, one Member At Large, and four Class B Trustees (elected pursuant to section 7 of the Charter of Chautauqua Institution) who are members of CPOA.

## ***Article 5: DUES***

The annual dues shall be set by the Board of Directors.

## ***Article 6: OFFICERS***

The officers of CPOA shall be a President, a Vice President, a Secretary and a Treasurer and such additional officers as the Board of Directors may deem appropriate. The President shall preside at all meetings of CPOA and of the Board of Directors. The Vice President shall preside in the absence of the President and assist the President as needed. The Secretary shall maintain records of CPOA and assist the President with

appropriate correspondence. The Treasurer shall maintain an up-to-date list of members, shall maintain up-to-date and readily available financial summaries of the condition of CPOA, and shall report the condition of the treasury at Board of Directors' meetings and at the general meetings of CPOA.

### **Article 7: COMMITTEES**

CPOA shall have the following standing committees, Nominating and Audit, and such other standing committees as the Board of Directors may determine appropriate and such temporary committees as the President may choose to appoint.

### ***Article 8: NOMINATING COMMITTEE***

A Nominating Committee, consisting of five (5) members, shall be selected by the officers (President, Vice President, Secretary and Treasurer) of CPOA. The Nominating Committee shall present a slate of officers, representatives, and candidates for Class B trustee of the Institution to the Board of Directors for approval. The approved slate shall be presented at the annual business meeting of CPOA.

### ***Article 9: AUDIT COMMITTEE***

The Audit Committee shall review the finances of the organization including its internal controls. If an audit is conducted, the Committee shall review and evaluate the performance of the auditor and report the results of the review to the Board of Directors. The Committee shall inquire concerning significant risks or exposures facing the corporation and shall assess the steps the organization should take to minimize such risks and periodically review compliance with such steps. Its membership shall be appointed by the President and approved by the Board of Directors.

### ***Article 10: ELECTION OF OFFICERS, AREA REPRESENTATIVES, AND A MEMBER AT LARGE***

Officers shall be elected to serve a two year term and they may be re-elected for only one additional term in the same office, except that said officers may be re-elected after a period of one year has elapsed. Secretary and Treasurer will be elected on odd numbered years and President and Vice President will be elected on even numbered years. Area Representatives shall be elected to serve a two-year term and they may be re-elected for only one additional term in the same office, except that said representative may be re-elected after a period of one year has elapsed. Representatives of odd numbered areas and a member at large will be elected on odd numbered years and representatives of even numbered areas will be elected on even numbered years. The terms of newly elected officials shall commence on the first of October. The Board of Directors will appoint persons to fill the unexpired terms when offices are vacated.

Such persons will be eligible for election to the position they were appointed to fill for up to two terms upon expiration of the term.

### ***Article 11: NOMINATION OF CLASS B TRUSTEE OF THE CHAUTAUQUA CORPORATION***

The Nominating Committee shall encourage the general Chautauqua Community to submit names for nomination as Chautauqua Corporation Trustee. The candidate must be a current dues paying member of CPOA to be considered for nomination by CPOA. The Nominating Committee shall select and propose a candidate to the Board of Directors of CPOA. Upon approval by majority vote of the Board of Directors of the CPOA, the nominee will be presented to Chautauqua Institution at the annual meeting of Chautauqua Institution conducted by the Chair of the Chautauqua Institution Board of Trustees. A notice stating the name and qualifications of the CPOA Board nominated Candidate shall be published in the Chautauqua Daily not less than seven (7) days prior to the election. The process for the election of Class B Trustees is defined in the Chautauqua Institution Charter of 1902.

### ***Article 12: MEETINGS***

The parliamentary authority for the governing of all of the meetings of CPOA shall be the American Bar Association's, *The Modern Rules of Order*. A quorum for meetings of the Board of Directors is established when one-half of the total number of members plus one are present. The Officers, Area Representatives, the Representative at Large, and the Class B Chautauqua Institution Trustees shall each have one vote.

The Annual Business Meeting shall be held at a time and place determined by the Board of Directors. Other meetings shall be scheduled by the Board of Directors, all on notice to the membership by publication in the Chautauqua Daily, by email, letter or otherwise.

#### **Notice of Meeting; Waiver of Notice:**

Written notice stating the place, day and hour of all regular and special meetings of the Board of Directors and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each member of the Board of Directors not less than 72 hours before the meeting, personally, by e-mail or by first class mail, by or at the direction of the President or the Secretary. Notice of a meeting may be waived before, at, or after any meeting, and the presence of any Board of Directors member at any meeting shall constitute waiver of notice as to such Board of Directors member.

## ***Article 13: AMENDMENTS***

### **By Board of Directors:**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Directors at any meeting of the Board of Directors at which a quorum is in attendance, by affirmative vote of two-thirds of the number of Board of Directors members in office, provided that a fourteen day notice of such proposed alteration, amendment repeal or new by-laws shall have been given to each Board of Directors member.

### **Implied Amendments.**

Any action taken or authorized by the Board of Directors which would be inconsistent with the by-laws then in effect but which is taken or authorized by affirmative vote of not less than the number of Board of Directors members required to amend the by-laws shall be given the same effect as though the by-laws had been temporarily amended or suspended, but only so far as is necessary to permit the specific action so taken or authorized.

## **Article 14: INDEMNIFICATION**

Any officer of CPOA, any member of the Board of Directors, and any member of a Committee established by these by-laws or the Board of Directors shall, to the extent permitted by law, be indemnified by CPOA from any judgment or expense incurred as a result of such office or membership or as a result of any action conducted in good faith on behalf of CPOA and not opposed to its best interests, and in criminal actions or proceedings, when such member had no reasonable cause to believe that his or her conduct was unlawful.