

# CONSTITUTION AND BY-LAWS

## BIRCHWOOD LAKES COLONY CLUB

(As amended: Nov. 1961, Nov. 1962, May 1974,  
Nov. 1976, Nov. 1985, Nov. 1987, Nov. 1989,  
Nov. 1990, Nov. 1998, Nov. 2002, Nov 2013, Nov 2022 and May 2024\*)

### ARTICLE I

**Section 1:** The name of the organization shall be **BIRCHWOOD LAKES COLONY CLUB**.

**Section 2:** **BIRCHWOOD LAKES COLONY CLUB** shall be referred to in these by-laws as “**Club**” and the area known as the Birchwood Lakes area shall be that area shown on plot plans filed by Timber Lakes Corporation in connection with Sections One (1) and Two (2) of Birchwood Lakes including any land owned or acquired by the Club.

### ARTICLE II

**Section 1:** The Club is formed for the primary purpose of making the community known as the Birchwood Lakes Colony, in Medford Township, Burlington County, New Jersey, a better place in which to live, and to establish, maintain and perpetuate a high standard of community activity and influence, and to establish and maintain such rules and regulations relative to the use of Club property as will best safeguard the health, welfare and morals of the citizens of said community. To aid in the execution of such primary purpose, and not in limitation of same, the Club shall have the right to provide for the care and maintenance of all Club property, including any parks, dams, beaches, lakes, waters, and streams contained therein, and to supervise all connected thereto or being conducted within said community.

**Section 2:** All members shall agree to uphold the By-laws, principles, code of behaviors and ideals of the Club, and shall further waive claim against the Club, or any of its directors, officers, committee members and/or employees as individuals or as a group for any official act or neglect to act in connection with the business of the Club, and particularly as to its or their acts in electing or failing to elect, or disciplining him or her as a member.

### ARTICLE III

**Section 1:** There shall be two classes of members in the Club – Regular and Tenant

#### **A. Regular**

Property Owners of a home within Birchwood Lakes that have paid their annual membership dues.

#### **B. Tenant**

Legal tenants of a home within Birchwood Lakes whose annual membership dues have been paid.

The term of the lease agreement must be a minimum of 6 months to be permitted membership.

#### **Nonmembers**

Nonmembers are those property owners or tenants of a home within Birchwood Lakes that do not pay annual membership dues.

Tenants and Nonmembers may not vote on BLCC matters, hold office, nor serve on a committee.

#### **Use of Club Facilities**

Individuals living in the same home as a member shall be entitled to use Club facilities. Owners of a property leased to Tenant Members transfer the right to the use of club facilities to the Tenant Member. Owners can retain the privilege to rent the clubhouse at the member rate.

**Section 2:** Regular Members shall be entitled to one vote per home, whenever a vote is mentioned in this document it refers to one vote per home/property, even if the property is owned in joint or several names. Ownership is determined by Deed or other legally recognized transfer of property interest. In the event a property owner is unable to vote, another adult resident may be designated by the property owner(s) to vote on their behalf, except tenant Members shall have no voting privileges, nor are they permitted to hold office in the Club. The board will validate membership status to any homeowner upon request. Any ballots cast in any election must be anonymous.

**Section 3:** Membership in the club automatically ceases when a member ceases to be a property owner or bona-fide tenant or fails to pay dues thirty (30) days after the due date of March 31st.

#### **ARTICLE IV**

**Section 1:** Membership in the Club is a personal privilege and is not transferable.

#### **ARTICLE V**

**Section 1:** The Board of Directors (trustees of this corporation) shall consist of six (6) elected directors, two (2) directors being elected at each Annual Meeting for a term of three years. In addition, all elected officers shall be members of the Board, for a total of 14 members.

**Section 2:** The Board of Directors shall have full power to transact any business of the Club which might be transacted by the active membership, except as limited in Articles VII and X. They shall have full control of the Club's property and shall have full power and authority to make all rules and regulations governing such property, and its uses, and without limiting the above provisions, shall have all the powers and authorities commonly vested in a corporate Board of Directors. The Board of Directors shall not have the power to encumber, mortgage, or dispose of any real property unless the proposed action shall have been voted on by the membership. Notwithstanding the foregoing, the Board of Directors shall have the authority to make conveyances of real property to upland owners of property within the mapped bed of Birchwood Lakes in order to adjust boundary lines and avoid title defects caused by encroachments. Such Conveyances, if any, may be made after an upland owner presents facts and circumstances to the Board, and after due consideration by the Board of the benefits to the Club of achieving a resolution of the matter.

**Section 3:** The Board of Directors shall have full power and authority to decide any questions as to membership and shall have power to discipline any member including any member of the Board of Directors for any infraction of the By-Laws or rules and shall have power to suspend or expel any member including any member of the Board of Directors upon conviction of any such infraction or to impose any less severe penalty.

**Section 4:** Should any vacancy occur among the officers or Board of Directors that vacancy may be filled by appointment for the unexpired term, which appointment shall be recommended by the President and approved by a majority of the Board.

#### **ARTICLE VI**

**Section 1:** The officers of the Club shall consist of a President, four Vice-Presidents, one in charge of Finance, one Property, one Lakes and one Recreation, a Financial Secretary, a Recording Secretary, and a Treasurer, all of whom shall take office upon their election and shall serve for a term of one year and until their successors shall have been elected and qualified.

## **Section 2: Duties of the Officers:**

- A. The President** shall exercise the duties usually devolving upon that office. With the approval of the Board of Directors, the President shall have the power to appoint such committees, that are desired including the membership thereof and the President or his designee Board of Director shall be an ex-officio and liaison member of such committees. The President, when absent, shall designate the Vice President of Finance to preside and if the President fails to do so, a majority of the Board of Directors shall make the designation.

From time to time as deemed necessary by the Board, recommend the appointment of a qualified accountant to audit, review, or provide other services as desired with respect to the financial records of The Club

### **B. Vice President – Finance**

- Prepare and propose the annual budget after consulting with the Board of Directors, other officers, and committee chairpersons.
- Responsible for the financial health of the Club and keep the Board apprised of the finances on a regular and timely basis.
- Oversee the responsibilities of the Financial Secretary and Treasurer.
- Obtain competitive insurance coverage for the Board and the Club, so long as financially feasible. The Club shall maintain Directors and Officers Liability and Entity Liability Coverage and Employment Practices, when necessary.
- Prepare a monthly report for the Board of Directors and Community to assess the current financial status of the Club. Such reports should include budgetary comparisons, anticipated receipts, and expenditures for the balance of the year.

### **C. Vice President - Property**

- Keep and maintain the property and common grounds, including but not limited to tennis and basketball courts, landscaping in and around common areas, hardscaping, beaches and playgrounds. of the Club in good repair and establish a committee to assist in this endeavor.
- Oversee the use and/or rental of the Club property, collect any income due and deliver to the Treasurer for deposit.
- Secure the Club real and personal property and supervise those who use and/or have access to such property.
- Prepare and submit the annual budget for the above purposes to the Vice President-Finance for inclusion in the proposed annual budget for the Board of Directors' approval.
- Test potable water and/or water supply of the clubhouse well as required and publish results to the BOD and the BLCC Community.

### **D. Vice President - Lakes**

- Maintain the quality of the Lakes and associated Lakefront property, including but not limited to dams, locks, and bulkheads, and establish a committee to assist in this endeavor.
- Test the water and publish results, control weed growth, stock the lake with fish, and ensure a safe and healthy environment.
- Lower the lake when deemed necessary and assess dredging activities along the shoreline and the drainage entry areas. Communicate to and update the entire Community regarding any current or pending activity.
- Establish relationships with federal, state, county and township agencies to ensure regulations are being met in the use and maintenance of the lakes. Seek professional guidance when necessary.
- Monitor the presence of wildlife, notify the appropriate State authority for permission to remove beavers or muskrats from the Lake. Hire professionals to address geese population when required to maintain healthy lake water.
- Prepare and submit an annual budget for the above purposes to the Vice President - Finance for inclusion in the proposed annual budget for Board of Directors approval.

**E. Vice President - Recreation**

- Enhance the welfare and interest of Club Members through recreational programs and appoint a committee to carry out these programs.
- Manage the summer beach program and attendant duties, including lifeguard services.
- Review and approve payment of the lifeguard wages submitted by the Treasurer.
- Prepare and submit the annual budget for the above purposes to the Vice President - Finance for inclusion in the proposed annual budget for Board of Directors' approval.

**F. Recording Secretary**

- Record and maintain meeting minutes for every meeting of the Board of Directors consistent with Robert's Rules of Order.
- Record, maintain and distribute meeting notes for the Board at all Directors' meetings.
- Post all meeting minutes to the Birchwood Lakes Member website in a timely manner following meetings and post any revised versions after they have been approved by the Board of Directors.
- Maintain a record and archive of official correspondence.
- Send relevant meeting notices for the annual or other special meetings of the Board of Directors, as per Article VIII Section 3 of these Bylaws.
- Maintain the corporate seal.

**G. Financial Secretary**

- Prepare a monthly report of non-paying members to be shared confidentially with the President, Finance Vice President and Treasurer.
- Prepare a monthly report of all paid members to be shared with the Community upon Board of Directors' approval.
- Bill, collect and document the Club annual dues.
- Send invoices to Members who have not paid annual dues, or who are in arrears from previous years.
- Prepare and submit the annual budget for the above purposes to the Vice President - Finance for inclusion in the proposed annual budget for Board of Directors' approval.

**H. Treasurer**

- Custodian of all funds, including withdrawal and deposits.
- Provide regular reports to the Vice President - Finance and to the Board of Directors of the financial condition of the Club.
- Prepare and submit comprehensive financial reports to the Board at all regular Board of Directors' meetings since the last reported financial activity.
- Prepare and submit the annual budget for the above purposes to the Vice President - Finance for inclusion in the proposed annual budget for Board of Directors' approval

Notwithstanding the forgoing, the Board of Directors shall have the authority to adjust the responsibilities of the Officers from time to time as in the best interest of the Club.

Violation of these bylaws, rules and regulations, failure to attend regular meetings or otherwise perform stated duties, may be cause for removal at the discretion of the Board.

**Section 3:** No Board of Director shall draw any salary or any other form of compensation for any work or service rendered to the Club. However, nothing in these By-Laws is intended to prevent a Board of Director being reimbursed for an expenditure made on behalf of the Club if authorized in accordance with the policy for reimbursement.

**Section 4:** Welcome Committee - The President shall appoint a Welcome Committee and Chairperson. Responsibility of this Committee shall include:

- A. Invite new residents to become members of the Club.
- B. Encourage the continued membership of all other residents and other membership activities as directed by the President or the Board.

## **Section 5: Board Operations**

### **A. Bonding**

- It is required that the following positions be bonded or covered under a sufficient Directors and Officers Insurance Policy: President, Vice President - Finance, Financial Secretary, and Treasurer. The bond shall be sufficient to cover the maximum amount of funds on hand at any one time.

### **B. Depository of Funds**

- All funds of the Club shall be deposited in a financial institution that has FDIC or equivalent US Government depository insurance.
- The Treasurer shall be responsible for all funds of the Club and its financial records.
- A regular checking account shall be maintained and only the Treasurer, President and Vice President Finance shall be authorized to sign such checks of the Club,
- Funds not needed for immediate payment of bills shall be deposited in an interest bearing or savings account subject to conditions per item A above. Such accounts shall require two signatures for handwritten paper checks or withdrawals. Those signatures shall be the President and/or Treasurer and/or Vice President - Finance,
- Transfer of funds from savings accounts shall require the recommendation of the President and/or the Vice President - Finance and approval of the Board.

### **C. Receipt of Income**

- All deposits shall be identified as to source of revenues,
- All monies received must be deposited in the Club's checking account.
- All deposits to bank accounts shall be made by the Treasurer, President, Vice President - Finance, and/or Financial Secretary.

### **D. Expenditures**

- No checks shall be written to the order of cash.
- Treasurer shall not originate vouchers nor recognize any vouchers not approved by the Vice President of Finance or the President,
- All operating bills of the Club shall be received by the Treasurer for review and approval prior to payment
- All other expenditures shall be submitted to the Treasurer to obtain approvals prior to payment.
- Payment requests not supported by an invoice, receipt, or statement, and depending on the amount and if the cost was budgeted or unbudgeted, shall be presented to the VP whose budget is impacted by the cost and/or the VP-Finance and/or the President.

### **E. Reports to the Board**

- Treasurer's Report shall be submitted at all regular Board of Directors meetings by the Vice President of Finance or the Treasurer. It shall be a comprehensive report of all financial activity for the period since the last report.
- Financial reports of all functions of the Club shall be submitted in writing at the next monthly meeting and inserted into the minutes.
- A periodic report by the Vice President - Finance assessing the current financial status of the Club. Such reports should include budgetary comparisons and anticipated receipts and expenditures for the balance of the year.

The outgoing Vice President – Finance shall notify the appropriate financial institutions of the appointment of the incoming President, Vice President of Finance and Treasurer via a resolution of the Board of Directors accompanied by the appropriate signature cards.

## **ARTICLE VII**

**Section 1:** The annual dues and initiation fees will be reviewed, and a recommendation made by the Board of Directors at each Annual meeting. Notice of any changes in said dues or initiation fees shall be given to the active members at least fifteen (15) days prior to said Annual Meeting and any changes recommended must be approved by the membership constituting a quorum (in this document any reference to a quorum counts only 1 member per household) at such meeting. The Board has the right/power to increase dues by 3% per year as long as notice of the increase is given at least fifteen (15) days before the Annual meeting. Changing dues greater than 3% per year requires a vote by members (mail or in person) of a minimum of 50% of all members and it must receive the majority of votes.

**Section 2:** Any interim change in said dues or initiation fees can only be made at a special meeting called in accordance with Article VIII, Section 2 of the By-Laws and such changes can be recommended by:

- A. The Board of Directors,
- B. Written request as provided in Article VIII, Section 2.

**Section 3:** To approve a special assessment which will result in a single payment amount assessed to all members, 2/3rds of Members must approve via a vote by mail or in person- limited to one vote per household.

To approve a special assessment which will benefit all owners, which will result in a variable economic benefit depending upon whether the owner's property is on-lake or off-lake, and which may require a lien on property, both the amount of the special assessment and the method by which a payment is determined must be approved by 2/3rds of all Owners, with all Owners entitled to vote.

**Section 4:** Failure to pay dues or assessments within thirty (30) days of the due date shall render the member liable to late fees and render one a non-member until dues are paid.

**Section 5:** Annual dues shall be due on March 31st. New members shall pay pro-rata dues from the date of ownership to December 31st.

**Section 6:** Board shall have discretion to raise dues as outlined in Section 1. Contributions to the Dam Restoration Fund will be capped at \$10,000 per year. The Dam Restoration Fund is solely for the purpose of repair, maintenance and restoration of dams, and spillways.

**Section 7:** The discount for social security recipients will cease at the end of 2022 with the option for those who owned their home prior to December 31, 2022 being eligible for the discount.

**Section 8:** Names of property owners and tenants who are not paid members of The Club as of March 31, shall be recorded each year by the Financial Secretary. Property owners or tenants who wish to become members in subsequent years shall be subject to an initiation fee equivalent to the dues then in effect (excluding any discounts) multiplied by the number of years recorded as a non-member.

New homeowners are eligible for Membership in their first year of occupancy. New homeowners will be subject to an initiation fee as determined by the Board.

## **ARTICLE VIII**

**Section 1:** The Annual Meeting of the Club shall be held on the third Friday in November.

**Section 2:** The Board of Directors may call a special meeting of the Club, at any time, when in its opinion The Club's interests may require such action, or, the President shall call a special meeting of The Club within thirty (30) days after a written request is received for such meeting stating the purpose for which the meeting is to be held, and signed by at least twenty-five of the active members in good standing.

**Section 3:** Notice of the Annual Meeting and any special meeting shall be delivered by Mail to the last known post office address of each member at least fifteen (15) days in advance of the date fixed for the meeting, and in the case of a special meeting, the notice shall state the nature of the business to be considered at such special meeting. Notices shall be delivered to the last known address of each member, and it is the member's responsibility to provide and update contact information to the Recording Secretary. Meeting notices shall be prominently posted in at least one location on the community's property, which is accessible to all members/residents, posted on the community's website, in the community's newsletter if applicable, or personally delivered to each member/resident by mail, personal delivery, or electronically. Said notices must be preserved by the board for at least two (2) years.

**Section 4:** Regular monthly meetings of the Board of Directors will be held to conduct business of the Club. These meetings will be open, and any member may attend in person or via electronic meeting platform (ex. Zoom, Teams etc.). Adequate notice of meetings, as outlined in Article VIII, Section 3 shall be publicized. Votes by the board shall be memorialized in the minutes. Minutes shall be available to all members and will be stored for a minimum of ten (10) years. Regular monthly meetings shall require a quorum of thirty (30) persons counting both in person and electronic attendance (i.e., Zoom or teams).

**Section 5:** In the conduct of all meetings, Robert's Rules of Order shall govern.

**Section 6:** At all annual or special meetings of the Club, forty-five (45) or more of the active members in good standing shall constitute a quorum, counting both in person and electronic attendance (i.e., Zoom or Teams). To elect officers, the majority vote will prevail.

**Section 7:** The budget for the next fiscal year should be approved by May 31<sup>st</sup> of that fiscal year. The new budget may be approved by a majority of the Board of Directors without a vote by members so long as: (1) it is a balanced budget; (2) it does not exceed the prior year's budget by more than 15%; and (3) it does not include capital expenditures for new build, addition or upgrades to property in excess of \$7,500 in 2022 with a 3% adjustment per year. The board shall be permitted to authorize capital expenses in excess of \$7,500 in 2022 with a 3% adjustment per year if such expenses are needed to repair, replace or preserve the existing property of the club or safeguard members.

If a new budget or a budget revision fails to meet any of the three (3) criteria noted above, then it will require a vote by members (mail or in person) of a minimum of 50% of all members and it must receive the majority of votes. If a new budget or revised budget does not receive the majority of votes, then the previous budget remains in effect.

## **Article IX**

**Section 1:** Election Operations Committee -The Election Operations Committee, which can be a mix of board members, assuming they are not candidates, and club members shall be appointed by the President sixty (60) days in advance of the Annual Meeting, members can request to be considered for the committee. Nominations can be submitted by any Regular Member and submitted to the Election Operations Committee no later than thirty-five (35) days before the election. Such committee shall report to the Board within thirty (30) days prior to the Annual Meeting with a slate of candidates for the eight officer positions and the directors to be elected each year, plus any positions that may be vacant. The committee must validate that any nominee is a Regular member in good standing and eligible to run for a position. On the ballot, candidates must be listed in alphabetical order and allow for a write-in for each open position; incumbent status of any candidate is not permitted. Any Regular member in good standing may elect to run for a position and the Election Operations Committee must add them to the ballot provided their submission was received thirty-five (35) days prior to the Annual Meeting.

The Election Operations Committee will mail the meeting notice and ballot to all Regular members no later than fifteen (15) days prior to the election. All ballots will maintain the corporate seal and contain an attestation that no person other than the Regular member has completed their ballot.

**Section 2:** Election Process: The Election Operations Committee shall appoint from the Voting Members of Birchwood Lakes Colony Club the necessary number of Tellers to conduct the election, however there must be a minimum of 3 persons.

A Teller shall not be a candidate in the election.

- They shall receive and count the votes, noting when a household has cast a vote (to prevent duplicate votes from the same home)
- Decide finally and without appeal as to the right of any person to vote (Election Operations Committee will provide Tellers with a record of Regular members/ households) and as to the validity of ballots
- Report in writing to the President the names and number of votes cast for each candidate, and the result of the election.
- If any two or more candidates receive an identical vote, the winning candidate shall be decided by lot.

Tallying must be done publicly and be observed by any member of the Club who wishes to attend. Ballots must be kept for ninety (90) days post the election date and be made available to any member who wishes to inspect them.



Election of officers and directors will take place at the Annual Meeting. No nominations will be accepted from the floor or after the point when mail in ballots are accepted, any candidate wishing to join the election would be written in as a "write in". Following the election, which will be by majority rule, the Tellers will submit the outcome to the President who will publish the election results. The elected officers and directors will immediately take office.

Voting will be done in person with absentee/mail in voting permitted. A member voting by mail shall submit a ballot in a plain sealed envelope contained in a covering envelope which provides identification deemed sufficient by the Secretary to properly identify the Voting Member (Name, Address and Signature). Thereafter the Secretary shall:

- Transmit the sealed envelope intact with the covering envelope to the Tellers.
- Mailed in Ballots must be received no later than 48 hours prior to the opening of the polls.
- The covering envelope will be used to determine eligibility and to track homes that have voted (to prevent duplicates) the sealed envelope will then be added to the ballot box to maintain anonymity for voting.

## **ARTICLE X**

**Section 1:** These by-laws can be amended, altered, or repealed by the active members in good standing at a properly called Annual or Special Meeting. The quorum and process requirements are outlined in Article VIII Section 6. An amendment to the bylaws will require a vote by members (mail or in person) of a minimum of 50% of all active members and it must receive the majority of votes.

## **Article XI**

**Section 1:** Since the purpose of this Club is essentially charitable, its individual members shall have no individual right of property in the assets of this corporation. Whether before or after dissolution. Should the corporation be dissolved in accordance with the laws of the State of New Jersey, its members may, by majority vote of those present at the meeting which authorizes such dissolution, authorize the transfer of the Club's assets to any other existing organization whose purpose is essentially similar to that of the Club, and if no such transfer shall be so authorized, then, upon the dissolution the Club and the payment of all its outstanding obligations, the assets remaining in the hands of its Board of Directors shall pass to and become the property of the municipality in which the Club property is located at the time of its dissolution.

*\*This version was adopted in its entirety by a vote of the active members in good standing at the November 2022 Meeting; Article V Section 1 was amended by a vote of the active members in good standing at the May 13, 2024 Special Meeting.*