

Bylaws

Of the

Sound Beach Property Owners Association, Inc.

1. Name

The name of this Corporation shall be:

Sound Beach Property Owners Association, Inc.

2. Object

2.10 The Association shall be a not-for-profit membership Corporation dedicated to the welfare of the community known as Sound Beach, in the Town of Brookhaven, Suffolk County, State of New York, and to the maintenance, protection and improvement of all Association property and owned facilities.

3. Membership

3.10 Any individual/household of good character owning real property or being a party to a contract for the purchase of real property in Sound Beach, New York, shall be eligible for membership. In the event that title to the property is, (or will be) held by one spouse/domestic partner (as defined by New York State Law), the membership shall be interchangeable among the two spouses/domestic partners and adult family member(s) living in the same household, provided always that only one spouse/domestic partner/adult family member shall represent and vote for such membership at any activities of the Association.

3.15 Access Membership. Any individual/household of good character who does not reside in Sound Beach may purchase an Access Membership. Such membership entitles the individual/household to use SBPOA staircases to reach the beach and rent the Clubhouse at the member-discounted rate. However, Access Members shall not be entitled to vote at any of the meetings of the Association, nor may that member serve on the Board.

3.20 No Membership shall be divided among property owners, or the annual dues of the Association apportioned among more than one property owner.

3.30 In the event that the real property is jointly owned, the membership shall be classified as one, entitled to one vote in the discussion and determination of the affairs of the Association. Likewise, no one membership shall hold more than one elective office in the Association.

3.40 All privileges and benefits from membership shall be confined to the household and visiting guests of good character of the member. The member homeowner will be responsible for the visiting guests.

3.50 Tenant residents of Sound Beach may enjoy the privileges as are afforded by the Association provided all membership credentials are registered with the Membership Secretary. Owners may transfer such credentials to tenants upon such registration in full. Tenant residents and owners shall not be permitted to make joint use of any membership credentials. A tenant resident shall not be entitled to vote at any of the meetings of the Association.

3.60 Membership credentials shall be issued only upon full payment of dues. Such credentials shall remain the property of the Association and may not be assigned or transferred except where the realty is sold or conveyed to a new owner. Acceptance of membership credentials shall constitute acceptance of an agreement to abide by the terms and obligations of the Constitution and Bylaws of the Association or as delineated in section 3.50 above.

3.70 The Association reserves the right to refuse, any or all Association privileges to any person/household, and to recover such credentials if found in the possession of persons not rightfully entitled thereto, or if the Rules and Regulations of the Association are violated. The Association cannot condone or appear to endorse actions in conflict with the Town of Brookhaven code.

3.80 The Board of Directors reserves the right to create additional membership options and privileges attached to such membership option. Any new proposed membership options shall be presented to the membership for consideration at the annual meeting or at a special meeting. Notice of proposed membership options must be provided to the membership by the Secretary, within the period prescribed elsewhere in these Bylaws.

4. Loss of Membership

4.10 Should the conduct of a member, their tenant or guest, or anyone in that person's immediate household included in the membership, appear to the Board of Directors to be prejudicial to the interests of the Association, the membership may be revoked or cancelled. However, prior to any revocation or cancellation of a membership, the member in question is entitled to a fair hearing before the Board of Directors upon due notice in writing.

4.20 A "fair hearing" shall be one to which the respondent has had at least 15 days written notice served on the respondent personally, or by mail to the last known address as shown on the Association records. Such notice shall give time and place of the hearing, specific details of the charges and shall grant respondent reasonable opportunity to be at the designated place to present the respondent's own position and version of the facts.

4.30 Any former member, who has lost their membership or any membership privileges through action of the Board of Directors or because of deliberate violation of these Bylaws and who desires to be reinstated, shall make application to the Board of Directors for such action as it may deem advisable.

5. Dues & Assessments

5.10 Annual dues shall be based on estimated income required to defray the budgeted expenses proposed and approved for that fiscal year by the Board of Directors. The dues so determined shall be recommended for approval by the membership at the Annual Meeting. In the event that the membership elects to reduce the amount of the dues so recommended, a corresponding reduction in the proposed budget must be made, unless the membership by specific motion approves the transfer of funds from available reserves to cover such estimated deficit.

5.20 Dues shall be payable on or before the date specified by the Board of Directors

5.30 The Board of Directors may, in its discretion determine the necessity for an assessment against each membership. Such proposed assessment shall be presented to the membership at the Annual Meeting, or at a special meeting called for that purpose, and may be adopted by a majority vote.

6. Membership Meetings

6.10 the Annual Meeting of the members of this Association shall be held in Sound Beach on the third Saturday in August each year, at a time and place to be designated by the President. The business of this meeting shall include the rendering of reports by the Directors, Officers, Department Heads and Committees; examination and discussion of the financial statement for the last fiscal year; consideration of the proposed budget and the setting of annual dues, and assessments if any, for the ensuing fiscal year; election of new Directors and such other business as may properly come before it. All persons elected at an Annual Meeting shall assume office at the close of such meeting.

6.20 Special meetings of the members of the Association shall be called (a) by the President with the approval of five (5) members of the Board of Directors, (b) at the direction of not fewer than half the members of the Board of Directors or (c) at the request in writing or electronic communication (email) signed by not fewer than fifty (50) members of the Association. In each such event the meeting shall be held not later than thirty (30) days after the President and/or Secretary have been notified. Such special meetings shall be held in Sound Beach.

6.30 The specific purpose or purposes for which a special membership meeting has been requested must be stated in writing or electronic communication (email) and no business other than that specified shall be considered at the meeting when held.

6.40 Notice of all membership meetings shall be mailed or electronic communication (email) to all members of the Association not fewer than fifteen (15) nor more than thirty (30) days in advance of the meeting.

6.50 All new business brought before the membership meeting of the Association shall be referred to the Board of Directors for their deliberation and recommendation before final action may be taken. The Board shall be honor bound to give a reasonably prompt consideration to any such new business, pro or con, for subsequent determination of the membership.

6.60 Ten Percent (10%) of the then registered membership of the Association shall constitute a quorum at the annual meeting and fifteen percent (15%) at any special meeting. No proxies may be established the purpose of attendance or voting.

7. Organization

7.10 The business of this Association shall be administered through the following sub-divisions:

**Board of Directors
Officers
Executive Committee
Administrative Departments
Standing Committees
Special Committees**

All of which shall be constituted, elected or appointed as provided in these Bylaws.

7.20 No elective office, whether the incumbent is elected by the membership or by the Board, shall be held by the same person for more than five (5) consecutive terms. S/he may, however, be nominated and elected to such office after a lapse of one year since that person's last tenure in that office.

7.30 Minutes of the meetings of the Board of Directors and the Annual Meetings shall be posted on the SBPOA website in an area whose access is restricted to members. The minutes of the meetings of the Board of Directors may be examined by non-members of the Board only with its consent. As provided elsewhere in these Bylaws, the restrictions in this section do not apply to the Auditing Committee in the performance of its duties.

7.40 Any remuneration or consideration to an Officer, Department Head, agent or employee of the Association, shall be at the discretion of and to the extent authorized by the Board of Directors.

7.50 The Board of Directors shall have the power to interpret these Bylaws or any rule or regulation in case of doubt, and its interpretation shall be final. All matters not specifically covered in these Bylaws shall be under the control, direction and determination of the Board of Directors.

7.60 All questions of parliamentary procedure not specifically covered by these Bylaws shall be decided in accordance with *Robert's Rules of Order*.

7.70 Any director, officer, department head or member of this Association may resign at any time by giving written notice thereof to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time be not specified, upon receipt thereof; and unless otherwise specified therein, the acceptance of any resignation shall not be necessary to make it effective.

8. Board of Directors

8.10 The Board of Directors shall have the responsibility for administering the affairs and conducting the business of this Association. The Board shall consist of a maximum of twenty-seven (27) members of Sound Beach Property Owners Association, one-third of whom shall be elected at each Annual Meeting of the Association by secret ballot for a term of three (3) years.

8.15 The funds of this Association shall be deposited in the name of the Association in such banks as the Board of Directors may designate. All checks or drafts for the payment of money shall be signed by such persons as the Board of Directors may by resolution direct or authorize.

8.20 The Board of Directors, at its first meeting promptly after the annual meeting of members of the Association, shall first elect from its number a Chairman. It shall then proceed to elect from the board membership a President, Vice-President, Secretary, Membership/Financial Secretary, and Treasurer, and such other officers as it may be necessary. All officers serve at the pleasure of the Board for a one (1) year term.

8.30 In addition to the Administrative Departments mentioned elsewhere in these Bylaws, the Board of Directors shall establish, as the need arises, such other departments as may be required for the proper management of the affairs of the Association. It shall appoint all department heads and shall designate the function, authority and responsibility of each such Department.

8.40 It shall be the responsibility of the Board of Directors to prepare for the Annual Meeting a budget of estimated expenses for the ensuing fiscal year and recommend to the membership the amount of the annual dues based on such estimates.

8.50 The Board of Directors shall meet monthly in Sound Beach. A special meeting of the Board of Directors must be called upon the written or electronic communication (email) request of one-third of the Board.

8.60 Failure of a member of the Board of Directors to attend four Board Meetings in one fiscal year, unless excused by the Chairperson, President, Vice President or majority of the Board of Directors may be deemed a tender of the Board member's resignation and that seat declared vacant. A board member who has been removed may not serve for a period of two years.

8.70 A vacancy on the Board of Directors, however caused, shall be filled by the Board until the next Annual Meeting, at which time a member shall be elected to fill the unexpired term.

8.80 Notice of all meetings of the board shall be announced by electronic communication (email) to all Directors not fewer than (10) days or more than (30) days in advance of the meeting.

8.90 At any meeting of the Board of Directors, 51 (fifty-one) percent of the members shall constitute a quorum, two of whom must be elected officers, and no proxies may be established for the purpose of attendance or voting.

9. Officers

9.10 The administrative officers of this Association shall be: Chairperson of the Board, President, Vice-President, Secretary, Membership Secretary, and Treasurer, and any such other officers as the Board of Directors may have designated as provided elsewhere in these Bylaws. They shall report at the meetings of the Board of Directors upon the activities under their respective jurisdictions.

9.20 **The Chairperson of the Board** shall preside at all meetings of the Board set the date, time and place of such meetings as provided in these Bylaws. In the Chairperson's absence or disability, the President shall act instead.

9.30 **The President** shall have, subject to the guidance of the Board of Directors, the general and active management of the affairs of the Association and the general supervision thereof. The President shall preside at all meetings of the members of the Association and enforce due observance of these Bylaws; require all officers, department heads, committees, agents and employees of the Association to properly perform their respective duties; appoint all standing and special committees to the extent provided in these Bylaws; call special meetings of the membership as herein provided. The President shall be empowered to expend a sum not exceeding five hundred dollars (\$500) in an emergency affecting the welfare of the Association. The President shall be *ex-officio* member of all committees except the Auditing and Nominating Committees and shall in general perform all the duties incident to the office of President.

9.40 **The Vice-President** shall assist the President in the performance of duties when and as requested by the President, and in the President's absence, preside at membership meetings. In the event of prolonged absence, incapacity, resignation or death of the President, the Vice-President shall succeed to the duties of such office for the duration of such absence.

9.50 **The Secretary** shall keep the minutes of the Annual Meeting, prepare and mail all notices of such meeting (see Secs. 12.20, 12.40, and 15.2) and perform such other actions as the Board may direct. The Secretary shall keep the minutes of all Board meetings and shall furnish a copy of such minutes to the President and Chairperson of the Board of Directors with reasonable promptness, and always prior to any subsequent membership meeting. The Secretary shall give and serve all notices of membership meetings in accordance with these Bylaws; attend to all correspondence of the Association as directed by the President; be custodian of all records of the Association except such as are specifically assigned to others; and be custodian of the Corporate Seal. This officer shall in general perform all the duties incident to the office of Secretary.

9.60 **The Membership/Financial Secretary** shall oversee the receipt of all annual dues (and assessments, if any) payable to the Association, and deliver these funds to the Treasurer for timely deposit; manage the issuance of membership credentials upon full payment of yearly dues (and assessments, if any); maintain a detailed record of paid memberships, preferably in a computerized database; use the database to generate mailing labels and electronic communications (email) to the

membership. The Membership/Financial Secretary shall oversee on all financial transactions of the Association during the fiscal year.

The Membership/Financial Secretary's records shall be made available to the Treasurer or any member of the Board of Directors, to the Auditing committee, and to any person duly authorized by the Board of Directors.

9.70 The Treasurer shall have custody of all funds of the Association and shall keep adequate permanent financial records in accordance with sound accounting principles; shall forthwith deposit in the bank to the credit of the Association all funds received; shall prepare the vouchers (checks) to be paid and present them at the monthly Board of Directors meeting for sign off by two corporate officers (president, vice-president, treasurer) and Board approval. The Treasurer shall make a full report, based on sound accounting principles, of the Association's fiscal activities at the Annual meeting and at monthly meetings of the Board. The Treasurer shall be the responsible financial officer of the Association and shall in general perform the duties incident to the office of Treasurer. The Association's financial records shall be made available to any member of the Board of Directors, the Auditing committee, and any person duly authorized by the Board of Directors.

9.80 Subject to section 9.10, a vacancy in any office due to resignation, death, disability, or any other reason, shall be filled by the Board of Directors until the next Annual Meeting.

10. Executive Committee

10.10 The **Executive Committee** shall consist of the Chairperson of the Board of Directors, the President, the Vice-President, the Secretary, and the Treasurer, in addition to any other officer who the Board of Directors may, in its discretion, designate.

10.20 The Executive Committee is charged with oversight of the Association, making sure that the board is establishing and maintaining sound and ethical governance practices. The Executive Committee shall provide organizational direction for the President and the full board and help the Director prioritize items for board meeting agendas. Discussions of the Executive Committee shall be encapsulated in its minutes, which shall be presented to the full board in a timely manner.

10.30 The Executive Committee has the power to act on behalf of the full Board in an emergency situation, but must then convene a special meeting of the entire Board within one week to address the emergency.

11. Administrative Departments

11.10 Subject to the discretion of the Board of Directors, the Administrative Departments of this Association shall be: The Property and Maintenance Department, the Public Relations Department, the Beach Department, and the Clubhouse Department.

11.20 The **Property and Maintenance Department** shall be responsible for the oversight of improvements, repairs and maintenance of all structures, buildings and property owned and operated by the Association subject to any limitations imposed by the amount of funds appropriated for such purposes.

11.30 The **Public Relations Department** shall be responsible for all types of promotion and communication of the SBPOA's needs, events, goals, etc. with the specific purpose of engaging and informing the membership and the community at large and the goal of strengthening and expanding SBPOA's interactions with same.

11.40 The **Beach Department** shall consist of the Beach Commissioner and the Kayak Coordinator. The Beach Department shall work with the Property and Maintenance Department to oversee the operation of the Association's beaches, and allocate spaces on the kayak racks to members.

11.50 The **Clubhouse Department** shall oversee rentals of the Clubhouse.

11.60 Department Heads must report on their activities at the Annual Meeting and at all meetings of the Board of Directors. Such reports shall be made part of the permanent records of the Association and will appear in the minutes of those meetings being kept by the Secretary.

12. Standing Committees

12.10 The Standing Committees shall be: the **Nominating Committee** and the **Auditing Committee**.

12.20 The **Nominating Committee** shall consist of seven (7) members of the Association selected at the Annual Meeting. Three (3) shall be appointed by the President and four (4) shall be selected by the members present. The Nominating Committee shall meet and choose their chairperson from among their number. They shall nominate candidates for the Board of Directors to be voted on at the ensuing Annual Meeting. All nominees must be members of the Association and in good standing. The chairperson of the Nominating Committee shall forward to the Secretary the names of its nominees at least (60) sixty days prior to the ensuing Annual Meeting. The Secretary shall notify (by mail or electronic communication [email]) all members of the names of all nominees for membership on the Board of Directors. This information must be sent not fewer than (30) days or more than (40) forty days prior to the Annual Meeting.

12.30 No member of the Nominating Committee may be nominated for the Board of Directors.

12.40 Independent nominations may be made from the floor at the Annual Meeting, and a ballot, with provision for "write-in" votes, shall be prepared by the Secretary bearing the names of all nominees. Voting shall be secret, with steps taken to ensure a just and honest measure of the membership preference. Those receiving a plurality of the votes for the number of vacancies to be filled shall be declared elected.

12.50 The **Auditing Committee** shall consist of four (4) persons selected at the Annual Meeting by the Membership present to serve for the ensuing year. No person on such Committee shall be a Director, Officer, Department Head, or part of the household included in the membership of any Director, Officer or Department Head. The Committee shall be empowered to examine the financial records of the Association at such times during the year as it may deem necessary and/or when directed by the Board of Directors. For this purpose, it shall have access to all records which, in its discretion, are considered necessary. The Auditing Committee shall make available its report at the Annual meeting or email such report upon a member's written request.

13. **Special Committees**

13.10 Special Committees shall be those other than the Standing Committees provided elsewhere in these Bylaws and shall be appointed by the President with the assistance and guidance of the Board of Directors. Special Committees shall be appointed as and when the need arises with a view to the welfare of the members of the Association, and the maintenance and protection of its property. A majority of each such Special Committee shall not be chosen from the Board of Directors.

14. **Fiscal Year**

14.10 The fiscal year of this Association shall be from January 1 to December 31, and yearly reports shall cover the same.

15. **Amendments to Bylaws**

15.10 All proposed amendments to these Bylaws must be made in writing or by electronic communication (email), signed by at least (20) members of the Association, and presented to the Board of Directors for consideration. The proposed changes must be promptly considered by the Board of Directors and submitted to the membership with a recommendation for acceptance or rejection.

15.20 Notice must be given to the membership by the Secretary, within the period prescribed elsewhere in these Bylaws, of the meeting at which the proposed amendment(s) shall be acted upon. The Secretary shall mail to every member of the Association a copy of the proposed amendment(s) together with a statement by the Board of Directors regarding the proposal. A two-thirds vote of the members present at the meeting shall be required for the adoption of any amendment to the Bylaws.

15.30 Notification of all changes in the Bylaws shall be posted on the SBPOA website.

END

Date: August 20, 2020



President, Sound Beach Property Owners Association

Revisions to these Bylaws were accomplished by a committee consisting of:

Nicole Dionne-Kehlenbeck, Dorothy Farrell, Patricia Grove, John Guido, and Hope Hillyer.