

BY-LAWS  
of the  
SOUND BEACH PROPERTY OWNERS' ASSOCIATION, INC.

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BY-LAWS  
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

This Association shall be a non-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 property and facilities owned by the Association.

3. MEMBERSHIP

3.10 Any individual 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 realty is (or will be) held by one spouse, the membership shall be interchangeable between the two spouses, provided always that only one spouse shall represent and vote for such membership at any activities of the Association.

3.20 No membership shall be divided, nor 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 a membership shall be confined to the household and visiting guests of the member. In case of need, each membership may obtain temporary beach passes for additional guests upon payment of a service charge. This charge shall be determined by the Board of Directors.

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 Financial 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 and agreement to abide by the terms and obligations of the Constitution and By-Laws of the Association.

3.70 The Association reserves the right to refuse, any or all Association privileges to any person, 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.

#### 4. LOSS OF MEMBERSHIP, ETC.

4.10 Should the conduct of a member, or one in his 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 fifteen days written notice served on him personally, or by mail to his 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 his own position and his own version of the facts.

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

#### 5. DUES.AND 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, then 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. If dues are not paid by such date, a late charge may be assessed in an amount and at the discretion of the Board. Tenant residents shall be exempt from such late charge.

5. DUES AND ASSESSMENTS (Cont'd)

5.3 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 only by a majority vote.

6. MEMBERSHIP MEETINGS

6.10 Regular meetings of the members of this Association shall be held in Sound Beach on week-ends during July and August each year, at a time and place to be designated by the President.

6.20 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 fixing 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.

6:30 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 less than half the members of the Board of Directors or (c) at the request in writing signed by not less 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 during the summer season, and at the discretion of a majority of the Board during the other months of the year.

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

6.50 Notice of all membership meetings shall be mailed to all members of the Association not less than fifteen (15) nor more than thirty (30) days in advance of the meeting.

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

6. MEMBERSHIP MEETINGS (Cont 'd)

6.70 Ten percent (10%) of the then registered membership of the Association shall constitute a quorum at any regular or annual meeting" and fifteen percent (15%) at any special meeting. No proxies may be established for 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  
Trustees  
Administrative Departments  
Standing Committees  
Special Committees

all of which shall be constituted, elected or appointed as provided in these By-Laws.

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. He may, however, be nominated and elected for such office after a lapse of one year since his last tenure of that office.

7.30 A fidelity bond shall be secured by the Association to cover any of its officers and department heads, in an amount and to the extent determined by the Board of Directors, the cost of which shall be borne by the Association.

7.40 Upon written request the minutes of the meetings of members of the Association shall be available for inspection by 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 By-Laws, the restrictions in this section do not apply to the Auditing Committee in the performance of their duties.

7.50 Any remuneration or consideration to any 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.

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

7. ORGANIZATION (Cont'd)

7.70 All questions of parliamentary procedure not specifically covered by these By-Laws shall be decided in accordance with the Robert's Rules of Order.

7.80 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 prime responsibility for administering the affairs and conducting the business of this Association. The Board shall consist of twenty-seven (27) members of Sound Beach Property Owners Association, nine (9) of whom shall be elected at each Annual Meeting of the Association by secret ballot for a term of three (3) years or until their successors shall have been elected in their stead.

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 and a Secretary of the Board. It shall then proceed to elect from the board membership a President, Vice-President, Secretary, Financial Secretary and Treasurer, and such other officers as it may deem necessary. All officers to serve at the pleasure of the Board for a one-year term or until their successors shall have been elected, unless sooner terminated by death, resignation or removal.

8.30 In addition to the Administrative Departments mentioned elsewhere in these By-Laws, 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. BOARD OF DIRECTORS (Cont'd)

8.50 The Board of Directors shall meet on the call of the Chairman of the Board during the months of May to September in Sound Beach. At any other time and place it will meet where the Board in its discretion shall determine, giving due consideration to the availability of the members of the Board. A meeting of the Board of Directors must be called upon the written request of nine (9) directors.

8.60 Failure of a member of the Board of Directors to attend three (3) consecutive Board Meetings, unless excused by the Board, may be deemed a tender of his resignation and his place declared vacant.

8.70 A vacancy in 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 mailed to all Directors not less than ten (10) days nor more than thirty (30) days in advance of the meeting.

8.90 At any meeting of the Board of Directors twelve (12) 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: Chairman of the Board, Secretary of the Board, President, Vice-President, Secretary, Financial Secretary and Treasurer, and any such other officers as the Board of Directors may have designated as provided elsewhere in these By-Laws. They shall report at the meetings of the Board of Directors upon the activities under their respective jurisdictions.

9.20 The Chairman of the Board shall preside at all meetings of the Board, set the date, time and place of such meetings as provided in these By-Laws. In his absence or disability the President shall serve in his stead.

9.30 The Secretary of the Board shall keep the minutes of all Board meetings, prepare and mail all notices of such meetings and perform such other functions as the Board may direct.

9.40 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. He shall preside at all meetings of the members of the Association and enforce due observance of these By-Laws; 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 and as provided in these By-Laws; call special meetings of the membership as herein provided. He shall be empowered to expend a sum not exceeding five hundred dollars (\$500.) in an emergency affecting the welfare of the Association. He 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. OFFICERS (Cont'd)

9.50 The Vice-President shall assist the President in the performance of his duties when and as requested by the President, and in his 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 disability.

9.60 The Secretary shall record the proceedings of all membership meetings of the Association in a minute book, and shall furnish a copy of such minutes to the President and Chairman of the Board of Directors with reasonable promptness, but in any event prior to any subsequent membership meeting. He shall give and serve all notices of membership meetings in accordance with these By-Laws; 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. He shall in general perform all the duties incident to the office of Secretary.

9.70 The Financial Secretary shall receive all annual dues (and assessments, if any) payable to the Association. At least weekly, he shall deposit such funds in the bank to the credit of the Association and render a detailed statement to the Treasurer; he shall make a permanent and detailed record of all such receipts and deposits; issue to each member the credentials of membership upon full payment of annual dues (and assessments, if any); furnish the Secretary, at least weekly, with the names and addresses of all members who have: fully paid their dues. His records shall at all times be made available to the Treasurer or any member of the Board of Directors, to the Auditing Committee and/ or any person duly authorized by the Board of Directors.

9.80 The Treasurer shall have custody of all funds of the Association and shall keep adequate permanent financial records in accordance with sound accounting principles. He shall forthwith deposit in the bank to the credit of the Association all funds of the Association received by him; he shall prepare the vouchers and be responsible for the proper payment of all bills payable by the Association; present in writing at each meeting of the Board of Directors a listing of all vouchers paid since its last previous meeting, with a request for the Board's approval; report on the financial condition of the Association at each meeting of the Board; at the Annual Meeting, render full written report, based on sound accounting practice, on all financial transactions during the fiscal year. He shall be the responsible financial officer and shall in general perform all the duties incident to the office of Treasurer. His financial records shall at all times be made available to any member of the Board of Directors, to the Auditing Committee and/or any person duly authorized by the Board of Directors.

9.90 Subject to section 9.50 a vacancy caused by the resignation of any officer, his death, disability, or any other reason, shall be filled by the Board of Directors until the next Annual Meeting.



## 10. TRUSTEES

10.10 The Trustees shall consist of the Chairman of the Board of Directors, the President, the Secretary and the Treasurer, in addition to any other member of the Board which the Board of Directors may, in its discretion, designate. They shall have custody of all documents, securities and important papers of the Association, which shall be kept in a safe deposit box. Access to the box may be had by any one of the Trustees.

## 11. ADMINISTRATIVE DEPARTMENTS

11.10 Subject to the discretion of the Board of Directors, the Administrative Departments of this Association shall be: The Security Department, The Sanitation Department and the Property Maintenance Department.

11.20 The Security Department shall provide for the protection of Association property and the preservation of the rights and privileges of members and their guests.

11.30 The Sanitation Department shall devise ways and means to protect the health and comfort of members of the Association, and it shall be responsible for the execution of such rules and regulations as may be adopted from time to time by the Association and/or the Board of Directors to provide for proper sanitary conditions.

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

11.50 Department Heads must report on their activities at all meetings of the Board of Directors, either in person or by mail. They shall submit a report in writing as of the end of each fiscal year for presentation at the Annual Meeting. Such annual reports shall be made a part of the permanent records of the Association.

## 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 Committee shall meet and choose their chairman from among their number. They shall nominate candidates for the Board of Directors to be voted on at the ensuing Annual Meeting to replace those whose terms are about to expire. They shall forward to the Secretary the names of its nominees at least sixty (60) days prior to the ensuing Annual Meeting. All nominees must be members of the Association and in good standing. The Secretary shall mail to all members not more than forty (40) days or less than thirty (30) days prior to the Annual Meeting a notice giving the names of all nominees for membership on the Board of Directors.

## 12. STANDING COMMITTEES (Cont'd)

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 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. It shall make and publish a report for the fiscal year to be mailed to each member at least thirty (30) days prior to the Annual Meeting following the close of the fiscal year.

## 13. SPECIAL COMMITTEES

13.10 Special Committees shall be those other than the Standing Committees provided elsewhere in these By-Laws, 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 1st to December 31st and yearly reports shall cover the same period.

## 15. AMENDMENTS TO BY-LAWS

15.10 All proposed amendments to these By-Laws must be made in writing, signed by at least twenty (20) members of the Association and presented to the Board of Directors for their 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. AMENDMENTS TO BY-LAWS (Cont'd)

15.20 Notice must be given to the membership by the Secretary, within the period prescribed elsewhere in these By-Laws, of the meeting at which the proposed amendment(s) shall be acted upon. He 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 shall be required for the adoption of any amendment to the By-Laws.

15.30 Notification of all changes in the By-Laws shall be mailed to the membership.