

BY-LAWS

OF

**HARBOR HEIGHTS
PARK ASSOCIATION,
INCORPORATED**

Huntington, New York
Voted and agreed on November 20, 2002

ARTICLE ONE

Organization

- 1 The name of this organization shall be HARBOR HEIGHTS PARK ASSOCIATION, INC. referred to as HHPA, Inc.
- 2 Harbor Heights Park boundaries: Glenna Little Trail is eastern boundary, Blackberry Lane is southern boundary, Lovers Lane is western boundary, Browns Road between Lovers Lane and Cedar Valley and 279 West Shore Road are the northern boundaries.
- 3 The organization may at its pleasure, by a vote of the membership body, change its name.

ARTICLE TWO

Purposes

HHPA, Inc. maintains the Harbor Heights Park memorial on Glenna Little Trail as well as the beach property and is responsible for insurance, taxes and legal fees associated with said property.

Additionally, this organization shall promote activities for the enjoyment and the fundamental good of the membership.

This organization is not the arbitrator for those neighborhood problems that may exist within the Park and are covered by existing Town, County and State Laws.

ARTICLE THREE

Membership

Membership in the organization shall be limited to all who legally reside in or own property in the Park and have deeded rights to the Park beach and mooring field.

Membership shall be defined as the following:

- 1 A member is one who has paid current dues.
- 2 Membership is currently paid members in good standing.
- 3 If the dues are not paid, you forfeit your keyed access to the beach/mooring rights for that member year.
- 4 HHPA, Inc has the right to request confirmation of deeded rights and residency in the Park.

ARTICLE FOUR

Dues

The dues assessment of this organization shall be determined by the Board of Directors each year.

Dues are paid for a calendar member year, from January 1st through December 31st.

Dues are payable by February 1st and are payable without penalty until March 15th of the same year.

Dues received after March 15th will be assessed a late penalty.

Late penalties shall be determined by the Board of Directors.

An administrative fee will be assessed to anyone who has not paid dues the previous year.

The administrative fee will be determined by the Board of Directors.

Lost key penalties shall be determined by the Board of Directors.

For accurate record maintenance, dues payments are only accepted via check or money order, no cash.

Dues notices shall be mailed, no later than February 1st.

By a vote of the general membership, assessment for additional funds from the membership can be levied for a specific project.

ARTICLE FIVE

General Membership Meetings

The annual general membership meeting of this organization shall be held during the month of April.

The Secretary shall mail to current members a notice of the meeting. Notice of the meeting shall be mailed to all current members at their addresses as they appear in the membership roll book at least 5 but no more than 20 days before the scheduled meeting date.

The presence of not less than 10% of membership and a quorum of the Board of Directors shall constitute a membership quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than 2 weeks from the adjourned meeting. The Secretary shall notify the membership of the rescheduled meeting.

Special Membership Meetings

Special meetings of this organization may be called by the President, when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least 5 but no more than 20 days before the scheduled meeting date.

Such notices shall state the reasons that such meeting has been called, the business to be transacted at the meeting and by whom called.

At the request of the majority of the Board of Directors or 10% of the membership of the organization, the President shall call a special meeting. Such request must be made in writing at least 10 days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting with out the unanimous consent of all present at such meeting.

ARTICLE SIX

Voting & Elections

At all meetings, except for the election of officers and directors, votes shall be counted by a show of hands. Only one vote per member household may be cast, it may not be done by proxy.

During the months of autumn, the Secretary shall notify via mail all current members that intent to run for office must be received by February 1st of the following year. Only those received by February 1st will be included in the election ballot.

Election votes for the officers and the directors will be via ballots. Ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might indicate the person who cast such ballot.

Only one vote per membership may be cast. This vote may be cast by any member of the family and may not be done by proxy.

The President shall appoint a committee who shall act as "Inspector(s) of Election" and who shall at the conclusion of such balloting certify in writing to the President the results with the ballots attached.

No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

Absentee ballots will be accepted if presented to the Inspector of Elections immediately prior to the commencement of Balloting.

During an election year (terms are 2 years) a ballot of nominees for office shall be no later than February 15th, to each current member. All ballots must be received by HHPA, Inc. by March 25th.

ARTICLE SEVEN Board of Directors

The business of this organization shall be managed by a Board of Directors. The board consisting of 4 directors along with the four officers. At least one of the Board of Directors shall be a resident of the State of New York and a citizen of the United States.

The Board of Directors shall serve for a term of 2 years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President, after due notice to all directors and officers of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum.

The board may vote only if they have a quorum and the President is present.

The board will meet at least 4 times a year.

Each member of the board shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine to be necessary.

Vacancies in the Board of Directors shall be filled or remain vacant by a vote of the majority of the remaining Board of Directors, for the balance of the term vacated, provided the said board does not diminish to less than 6 members.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. A quorum of the board is necessary for a vote to remove a director. A majority vote is necessary for removal, the director in question may vote.

An officer may be removed only via a general membership vote. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least 5 but no more than 20 days before the scheduled meeting date.

Three absences of a scheduled meeting by a director is cause for automatic dismissal. This dismissal does not need a vote.

The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization for a dismissal hearing.

ARTICLE EIGHT
Officers and Directors

The officers of the organization shall be as follows:

President

The President shall preside at all membership and board meetings.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees, temporary or permanent.

He shall see that all books, reports and certificates as required by law are properly kept or filed.

He must be one of the officers who can sign the checks or drafts of the organization.

He must be one of the officers with access to the organization's safety deposit box.

Along with the newly elected Treasurer, the newly elected President must make sure that the outgoing Treasurer and President are removed from the banks permissible check or drafts signers and removed from the access list for the safety deposit box.

The President shall appoint a committee who shall act as "Financial Auditor(s)" and who shall verify and certify in writing its findings to the Board of Directors prior to the annual general membership meeting in April.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice President

The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

Secretary

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all official notices to members of this organization.

He shall be the official custodian of the records of this organization.

At meetings, he shall present to the membership any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization or that he receives on behalf of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Treasurer

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

The Treasurer shall cause all monies belonging to the association to be deposited in a regular commercial bank account.

HHPA, Inc. is a not for profit "not otherwise classified" legal entity. It cannot legally have an interest bearing account; only a regular commercial bank account.

He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. (No petty cash, all funds must reside in the organization's bank account.)

He must be one of the officers with access to the organization's safety deposit box.

Along with the newly elected President, the newly elected Treasurer must make sure that the outgoing Treasurer and President are removed from the banks permissible check or drafts signers and removed from the access list for the safety deposit box.

As requested by the Board of Directors, he shall provide a written account of the finances of the organization and such report shall be physically affixed to the meeting minutes.

The Treasurer shall submit to the Board of Directors a current Annual Report for audit, 30 days prior to the elections.

He must provide an Annual Report along with the Financial Auditor(s) written certification and a current bank statement, to the general membership at the annual meeting in April.

The Treasurer shall be bonded for the face value of \$10,000.00 renewable each year.

He shall exercise all duties incident to the office of the Treasurer.

Officers

Officers by virtue of their office shall be members of the Board of Directors.

Directors

The 4 director positions are as follows:

Director of Beach Maintenance and Security

This board member will ensure that, from Memorial Day weekend through the end of September of each year, the beach is kept clean and the garbage is set out for the twice weekly garbage pickup.

This board member will be the primary contact for beach security issues. He or any board member, will determine if the police or fire department need to be called.

This board member will maintain the locks and be responsible for key distribution.

Director of Communications

This board member will be responsible, outside of the duties of the Secretary, for member communications. This includes and is not limited to, newsletters, social notices, etc...

Director of Social Events

This board member will be responsible for coordinating the organizations social events and meetings. He must enlist the assistance of the Treasurer, if monies are to be collected. He must enlist the assistance of the Secretary for the annual meeting.

This board member will also be responsible for maintenance of the memorial on Glenna Little Trail.

Director of Database Management

This board member will be responsible for maintaining an electronic database (such as Microsoft Access) of the membership. This database must be kept current, updated, and upon request, immediately available to any other member of the board.

This database shall maintain:

Name, address, mailing address (if different), phone number (when possible), email address (when possible) of every home in Harbor Heights Park. As of November 2002 this represented 232 homes.

This database shall also maintain:

A history of payment for each possible member household. At least once a year, and before dues notices and before election notices are mailed, this board member must ensure that the database matches the payment records of the treasurer.

The newly elected Director of Database Management must make sure that the outgoing Director of Database Management has provided him with an accurate database that matches the Treasurer's records. Any discrepancies must be immediately brought to the attention of the newly elected President.

No officer or director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a officer or director.

ARTICLE NINE

Salaries

The Board of Director shall hire and fix the compensation of any contractor which, in their discretion, may be necessary to conduct the business of the organization.

HHPA, Inc. may never have an employee. Only independent contractors may be used.

ARTICLE TEN

Committees

Committees are appointed by the President.

All committees must include at least one member of the Board of Directors, but may also include other members of the membership.

ARTICLE ELEVEN

Boats and Watercraft

For the purposes of this organization, boats and watercraft shall be defined as, but not limited to, sailboats, powerboats, dinghies, canoes, kayaks, paddle boats, row boats, sea jets, and rubber craft.

It is established that during the off season period, November 15th through March 15th, **no other vessels other than** canoes, kayaks, and hand-powered dinghies or row boats, that fit on the dinghy rack, are permitted to be stored on the beach.

Said vessels must be secured and kept in designated area only. Any damage created by said vessels is the responsibility of its owner.

At no time are any trailers permitted to be on HHPA, Inc. property. Only current paid members of HHPA, Inc. are permitted to use and store above mentioned water vessels on HHPA, Inc. beach property. Above mentioned water vessels must fit and be placed on the designated dinghy rack. Violators will be towed at the owner's expense.

At no time will fuel or propellant be permitted to be stored on HHPA, Inc. beach property or memorial site on Glenna Little Trail.

HHPA, Inc. assumes no responsibility or liability for any damage or loss to any vessel on HHPA, Inc. properties, including but not limited to, the beach, the mooring field.

ARTICLE TWELVE

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the members present at any meeting officially called for that purpose.

Key Distinctions between Existing By-Laws and New By-Laws

Articles One, Two, and Three – Organization, Purposes, Membership

Clearer legal definition

Article Four (old Article Eleven) - Dues

1. Change membership year to a standard Calendar Year
2. Clearly define responsibility of the Board to assess dues in a timely & consistent manner every yr
3. Clear definition of when a late penalty can be assessed.
- ~~4. Addition of a \$100 "New Member Initiation Fee"~~ VOTED NO, NOT INCLUDED IN NEW BY-LAWS
5. Addition of an "Administrative Fee"

Article Five (old Article Four) - Membership

Basically the same, except for:

1. Change annual General Membership meeting from August to April.
2. Change General Membership meeting quorums from seven members to 10% of membership.
Require a quorum of the Board of Directors.

Article Six (old Article Five) – Voting and Elections

Basically the same, except for

1. Change election date from August to March 25th. Sets Board's commitment mail date as Feb 15th
2. Change Board terms to 2 year terms.

Old Article Six – Order of Business

Removed, a process, not a By-Law

Article Seven – Board of Directors

1. Decrease the # of Board members to 8 (previously 15,11,10)
2. Removal of a Chairman of the Board and his secretary – obsolete
3. Board shall serve for 2 year terms
4. Definition of cause and process for removal of non-participating Directors
5. Definition of process to remove an officer.

Article Eight – Officers

Basically the same, except for

1. Further clarification of each officer's roll and responsibility. Setting expectations and accountability.
2. Clear definition of each of the 4 Director's rolls and responsibility.

Articles Nine, Ten – Salaries, Committiees

Clearer legal definition

Article Eleven – NEW – Boats & Watercraft

(to protect ourselves from liability and potential loss of insurance coverage)

Article Twelve – no title

From 2/3s to majority – keeping consistent w/ the rest of the by-laws.