

**EASTERN PROPERTY OWNERS' ASSOCIATION,  
INC.**

**GARDEN CITY, NEW YORK**

**BY-LAWS**

**(as amended June 3, 1974, June 1, 2009, June 7, 2010, October, 2012)**

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**BY-LAWS**

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**By-Laws**  
**EASTERN PROPERTY OWNERS’**  
**ASSOCIATION, INC.**  
**of Garden City, N.Y.**  
**(as amended June 3, 1974, June 1, 2009, June 7, 2010, October, 2012)**

**ARTICLE I - NAME**

Sec. 1. The name of this Association shall be “Eastern Property Owners’ Association, Inc.,” (hereinafter called the “Association” or the “EPOA”).

Sec. 2. The address of this Association shall be P.O. Box 7525, Garden City, New York 11530, unless otherwise designated by the Corporate Secretary.

**ARTICLE II - DEFINITIONS**

Sec. 1. The “Association” is that not-for-profit corporation incorporated on March 26, 1918 under the laws of the State of New York, membership in which is restricted to owners of real property in or residents of Garden City East and the purposes of which are defined in the Certificate of Incorporation of the Association.

Sec. 2. “Board of Directors” or “Board” is the Board of Directors of the Association.

Sec. 3. “Garden City East” is the entire part of the Village of Garden City east of the center of Franklin Avenue.

Sec. 4. “Member” is each Owner and each Resident of Garden City East. Such Membership shall cease automatically when said ownership or residence terminates.

Sec. 5. “Owner” means any legal person or natural person over the age of eighteen (18) years holding title to any real property in Garden City East.

Sec. 6. “Resident” is any person over the age of eighteen (18) years who maintains his principal residence in Garden City East.

Sec. 7. “Voting Member” means any Member who has qualified to vote by paying the annual membership dues.

Sec. 8. “He” or “his” or “him” refers to both the masculine and feminine gender. (New 6/10).

Sec. 9. “School District” refers to the Garden City Union Free – School District.

Sec. 10. "Trustee" means a trustee of the Village or School District as determined in accordance with the "Community Agreement" and the "Unified Procedure for the Designation of Nominees for Village and School District Offices" of the Village.

Sec. 11. "Village" refers to the Incorporated Village of Garden City, New York.

Sec. 12. For purposes of these by-laws, any requirement that written notice be mailed or otherwise provided may include transmission via electronic mail, if the recipient of such notice has provided his electronic mail address to the Association.

Sec. 13. Meetings – Annual meeting is defined as the June meeting; "regular" meetings are defined as the October and January Meetings; "special meetings" are defined as any meeting called by the President, the Board or by written petition as per Article IV Section III; "Board meetings" are defined as a meeting of the EPOA Officers and Board of Directors.

### **ARTICLE III - MEMBERSHIP DUES**

Sec. 1. A Member's annual dues shall be fixed by the Board of Directors and shall be payable within 60 days of receipt of a bill therefore.

Sec. 2. "Membership dues" shall cover the calendar year.

Sec. 3. Any Voting Member who has failed to pay annual dues to the Association shall be suspended on the date any such payment became due from all voting privileges of membership in the Association. Any such suspended Voting Member shall be reinstated after payment in full of the current year's dues.

### **ARTICLE IV - MEETINGS**

Sec. 1. The annual meeting of the Members shall be held on the first Monday in June, if not a legal holiday, and, if a legal holiday, then on the next day following. Any such day may be changed by a two-thirds vote of the Board of Directors (but not more than 30 days from the originally scheduled date). Voting Members shall (a) elect, by a plurality vote, officers and Members of the Board of Directors and (b) transact such other business as may properly be brought before the meeting.

Sec. 2. Regular meetings of the Members of the Association shall be held each year on the third Tuesday in January and the second Tuesday in October. Any such day may be changed by a two-thirds vote of the Board of Directors (but not more than 30 days from the originally scheduled date).

Sec. 3. Special meetings of the Voting Members for any purpose may be called at any time by the President, by a majority of the Board of Directors, or by written petition signed by at least 30 Voting Members and delivered to the President or in his absence the Vice President of the Association. Any such petition shall state the purpose or purposes of the

proposed special meeting. Upon receipt of a special meeting petition, it shall be the duty of the President to call a special meeting of the Voting Members on a date fixed by the President not more than 30 days following receipt of the petition. If the President shall neglect to issue such a call, the person or persons making the request may issue the call. Each Voting Member who signs such a petition shall not have signed any prior petition calling for a special meeting during the prior 90 days.

Sec. 4. Written notice of any annual (June) meeting, regular meetings (October and January) or special meeting of Members, specifying the place, date, hour, and the general nature of the business of the meeting, shall be sent to each Member at least ten days prior to such meeting, unless a greater period of notice is required by statute.

Sec. 5. The officer or director having charge of the Membership records of the Association shall prepare, at least ten days before the annual meeting and the October regular meeting of Members, a complete record of the Voting Members and their addresses, which record shall be kept by such officer and shall be subject to inspection by any Voting Member at any reasonable time by written request to the Board.

Sec. 6. At the annual meeting and at each regular meeting of the Association, the following shall be the order of business:

1. Reading the minutes of preceding meeting or meetings.
2. Report of Treasurer
3. Report of President
4. Reports of standing committees
5. Reports of special committees
6. Election of Directors and Officers (annual meeting only)
7. Election of Members of Director and Officer Nominating Committee (annual meeting only)
8. Unfinished business
9. New business
10. Adjournment

This order of business may be modified or changed at any meeting by a majority vote of those present.

Sec. 7. Business transacted at all special meetings of Members shall be limited to the purpose or purposes stated in the notice of such meeting.

Sec. 8. At all annual meetings, regular meetings and special meetings of Members of the Association, a quorum for the transaction of business shall consist of the Members present in person entitled to cast 25 votes, or 1/10th of the total number of Voting Members (whether present or not), whichever is lesser.

Sec. 9. At any annual meeting, regular meeting or special meeting, a majority vote of the Voting Members present shall decide any question brought before such meeting, unless one of the following criteria can be applied:

A. The question is one on which, by express provision of law, a vote other than a majority vote is required

B. The Chair of the meeting determines that further consideration is required before a vote can be taken.

Sec 10. At, or in advance of, any annual meeting, regular meeting or special meeting of Members, the President shall appoint at least three judges of election to act at such meeting or any adjournment thereof. If judges of election have not been appointed, the chairman of any such meeting may and, on the request of any Member, shall make such appointments at such meeting. No person who has been nominated for an office in the Association shall act as a judge.

Sec. 11 All annual meetings, regular meetings and special meetings of the Association shall be conducted in accordance with Robert's Rules of Order.

## **ARTICLE V - OFFICERS & DIRECTORS**

Sec. 1. The number of directors of the Association shall be nineteen (19), five of whom shall be the officers, viz., the President, the Vice-President, the Treasurer, the Corporate Secretary and the Corresponding Secretary of the Association. Unless otherwise noted, all references to the Association in these by-laws to "Secretary" and any references to "Secretary" in any Village correspondence shall be deemed to refer to the Corresponding Secretary.

Sec. 2. Directors shall serve a succession of terms starting with an initial term of one year, and if re-nominated and elected, to serve succeeding terms of two years, three years and three years. The officers shall each be elected for a term of one year, which term shall commence immediately following their election. All such terms shall commence immediately following their election.

Sec 3. The Board of Directors shall have general charge and control of the business and affairs of the Association, and shall have the power to take such action and make such rules and regulations as shall be necessary to promote the interests of the Association, and shall have such other powers and responsibilities as may be imposed upon them by law.

Sec. 4. All vacancies that may occur on the Board or among the officers of the Association shall be filled by a majority vote of the remaining members of the Board, after considering the recommendations of the Directors Nominating Committee. Any officers and directors so elected by the Board to fill vacancies shall hold office until the next annual meeting.

Sec. 5. Officers shall each have served as a director for at least one year prior to election to such office. No person shall serve as President or Vice-President for more than two consecutive years in each of said offices.

Sec. 6. All officers and directors of the Association must be Voting Members of the Association and shall serve without compensation.

Sec. 7. No person shall hold the position of director (whether as an officer-director or otherwise) for a total of more than nine (9) years during any twelve (12) year period. For purposes of this provision, holding the position of director for a partial year shall be deemed equivalent to a full year of service. A director who does not complete four terms as a director in consecutive election periods, as provided for in Article V, Section 2, is eligible to be nominated and elected as a director in a succeeding election period subject to the limits specified in this section.

Sec. 8. The President shall preside at all meetings of the Association and of the Board and shall be ex-officio a Member of all Association committees, except the Director Nominating Committee.

Sec. 9. The Vice-President shall preside at all meetings from which the President is absent.

Sec. 10. In the event of the absence of the President and Vice-President from any meeting, the Board shall select a temporary chairman to preside at such meeting.

Sec. 11. The Corporate Secretary shall keep a record of the proceedings of all meetings of the Members and of the Board and of all other matters where a record shall be ordered. The Corporate Secretary shall notify the officers, the directors, and all members of committees of their election or appointment, and shall issue notices of all meetings. The Corporate Secretary shall designate the Corresponding Secretary to provide assistance with issuing notices of all meetings. The Treasurer shall make all necessary filings with the Secretary of State of the State of New York to maintain the Association's status as a not-for-profit corporation.

Sec. 12. The Treasurer shall collect all monies due the Association and shall, under the direction of the Board, disburse all funds of the Association. He shall keep regular books of account for the Association, which shall be open at all reasonable times to inspection by any director or Voting Member. He shall report in writing at each meeting of the Association and of the Board the balance of money on hand, the receipts and disbursements since the prior report to that body, and any existing appropriation which may affect the same. The Treasurer shall make all necessary filings of financial documents or returns.

At the annual meeting he shall present the Annual Report of the directors, verified by the President and himself or by a majority of the directors, showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Association as of the end of a twelve month fiscal period terminating not more than three months prior to said meeting.
2. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

3. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
4. The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report.
5. All monies shall be kept in an FDIC-insured account and/or invested in short term United States Treasury securities. Deposits with the United States Postal Service shall not exceed more than the amount required for two typical bulk mailings by the Association to the Members.
6. The number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and places or residence of the current Members may be found. This report shall be filed with the records of the Association and either a copy or an abstract thereof entered in the minutes of the annual meeting of Members. The Treasurer's books of accounts and records shall be audited annually by an Auditing Committee, comprising the Vice-President and one additional director approved by the Board. The Auditing Committee shall present its report to the membership at the annual meeting.

Sec. 13. All officers who are signatories on Association bank accounts shall be bonded in an amount fixed by the Board of not less than \$5,000 by a reputable and responsible bonding company. The Association shall pay the premiums for such bonds.

Sec. 14. The Board Officers and Directors shall hold monthly Board meetings, except during July and August.

Sec. 15. Written notices of meetings of the Board, stating the hour and place of meeting, shall be mailed or delivered to all Members of the Board at least seven days prior to the date of said meeting and, where the meeting is a special meeting, the notice shall also state the particular business to be transacted at such meeting.

Sec. 16. At all meetings of the Board, the presence of ten (10) directors shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn from time to time.

Sec. 17. Any director who has been absent for a total of three (3) or more meetings of the Board during any one year period shall be automatically removed from office and his position shall become vacant unless such absences are deemed to be excused by the President of the Association.

Sec. 18. The President, with the approval of the Board, as soon after he is elected as is feasible, may appoint annual standing operating committees to care for such matters as:  
Finance, Budget and Taxation;



Constitution and By-Laws;  
Building, Zoning and Planning;  
Streets, Highways and Traffic;  
Education;  
Recreation;  
Membership and Public Relations; and  
Police and Fire,

and shall, with the approval of the Board, confer upon such committees such powers and duties as he may deem for the best interest of the Association. The President in addition, with the approval of the Board, may appoint special committees to consider any other subject. Any special committees so appointed shall serve at the pleasure of the Board.

Sec. 19. The President, with the approval of the Board, shall fill all vacancies in the membership of any committee.

Sec. 20. All meetings of the Board shall be conducted in accordance with Robert's Rules of Order.

#### **ARTICLE VI - THE DIRECTOR AND OFFICER NOMINATING COMMITTEE**

Sec. 1. The Director and Officer Nominating Committee shall consist of seven Voting Members, none of whom shall be a director of the Association. Four members of the Director Nominating Committee shall be nominated from the floor at the Annual Meeting. Should there be more than four nominated at the Annual Meeting, an election shall be held at the October regular meeting to elect four members of the Director and Officer Nominating Committee from those nominated. No additional nominations will be accepted after the June meeting. Voting members can vote for up to four of any proposed during the June meeting. Three members of the Director and Officer Nominating Committee shall be appointed annually by the President (and shall be announced at) the January meeting with the previous approval of the Board. None of the elected or appointed members shall have served as a member of the Director and Officer Nominating Committee for more than six (6) consecutive years. Both those placing the candidate in nomination and the nominated candidate shall have been a dues paying member of the EPOA for at least six months prior to the nomination date.

Sec. 2. The President of the Association or his designee shall act as advisor (the "Advisor") to the Director and Officer Nominating Committee. The Advisor shall call a meeting of the Director and Officer Nominating Committee as soon after its election as practicable, and shall act as Chairman until the Director and Officer Nominating Committee has elected one of its Members as Chairman. The Advisor may attend subsequent Director and Officer Nominating Committee meetings to act in an advisory capacity but not as a voting member of the Director and Officer Nominating Committee.

Sec. 3. It shall be the duty of the Director and Officer Nominating Committee to nominate candidates for officers and directors of the Association to be elected at the

Association's annual meeting and to recommend to the Board candidates to fill vacancies on the Board. The Director and Officer Nominating Committee shall give due consideration to the territorial location of the residences of those whom it places in nomination for directors (other than directors who are officers) so as to equalize as far as practicable representation throughout Garden City East.

Sec. 4. The Director and Officer Nominating Committee shall notify the Corresponding Secretary of the Association in writing as least forty-five (45) days before the annual meeting of the Association of the names and addresses of any candidates nominated for office. The Corresponding Secretary shall, within 15 days following receipt of the Director and Officer Nominating Committee's report, caused to be published once in the official newspaper of the Incorporated Village of Garden City a notice containing the names and addresses of any candidate nominated for office by the Director and Officer Nominating Committee. The notice shall also contain a copy of Section 5 of this Article.

Sec. 5. Nominations for officers and directors may also be made by not less than 15 Voting Members of the Association not later than 20 days prior to the annual meeting of the Association by filing with the Corporate Secretary of the Association a nominating petition signed by them setting forth the names and addresses of any or all person(s) nominated by them for such offices. The Corresponding Secretary shall mail to each Member of the Association at least ten days prior to the annual meeting a statement setting forth the names and addresses of all candidates that have been nominated.

Sec. 6. Vacancies on the Committee shall be filled by the majority of the remaining Members of the Committee.

## **ARTICLE VII - PROCEDURE FOR MAKING AMENDMENTS TO BY-LAWS**

Sec. 1. An amendment to these By-Laws may be proposed by a majority of the Board of Directors or by any 15 Voting Members of the Association by filing with the Corporate Secretary of the Association the proposed amendment together with a statement of its purposes not less than 60 days before any annual meeting, regular meeting, or special meeting of the Association.

Sec. 2. The Corporate Secretary shall, within seven days following receipt of any written amendment, distribute a copy thereof to each Member of the Committee on Constitution and By-Laws.

Sec. 3. The Committee on Constitution and By-Laws shall consider each proposed amendment and shall render a report thereon to the Board of Directors at or prior to the next meeting of the Board or within 30 days, whichever occurs later.

Sec. 4. The Board of Directors shall at the next meeting of the Board consider each proposed amendment, together with the report of the Constitution and By-Laws Committee.

Sec. 5. The Corporate Secretary, or his designee, shall notify each Member of the Association in writing, not later than ten days prior to the next annual or regular meeting of the Association, of any proposed amendments to the By-Laws which shall be voted upon thereat.

Sec. 6. At the next annual or regular meeting of Members of the Association, the Board shall render its report on any proposed amendment and shall submit the matter to a vote of the Voting Members of the Association. A majority vote of the Voting Members present shall be sufficient to adopt said amendment.

