

BY-LAWS
OF
FLAX POND WOODS ASSOCIATION, INC.

ARTICLE I
Purpose

The purposes for which Flax Pond Woods Association, Inc. (Association) is formed are those set forth in its certificate of incorporation.⁽¹⁾ It is a non-profit membership corporation and no part of its net earnings shall inure to the benefit of any member of members.

ARTICLE II
Membership

Sec. 1. Any person, firm or corporation owning real property as shown on the "Map of Flax Pond Woods" surveyed by Jesse W. Wells, C.E., Sept. 26, 1955, situated in the Village of Old Field, Suffolk County, New York, which map was filed in the Suffolk County Clerk's Office on Dec. 28, 1955, shall be a member of this Association.

Ownership shall be determined by the records of the County Clerk of Suffolk County. Persons owning property as tenants by the entirety or as tenants in common or as joint tenants shall be entitled collectively to but one vote.

Sec. 2. Any member who ceases to own property on the aforesaid map shall automatically cease to be a member of the Association, but there shall be no refund by the Association of any portion of dues already paid.

Sec. 3. The rights and powers of the members shall be subject to all of the covenants and conditions set forth in a Declaration of Covenants dated the 10th of June, 1958, between John Pennington, Jr. and William Dusselmann as parties of the first part and Virginia H. Fullera and others as parties of the second part.⁽²⁾

ARTICLE III
Dues

Sec. 1. The annual dues rate shall be fixed by the Board of Directors for each calendar year. Said dues are to be charged proportionately to each member and based upon the amount that his property is assessed on the current tax roll of the Incorporated Village of Old Field.

Sec. 2. Dues notices shall be sent to the membership on or before April 1 of each year.⁽³⁾ All dues shall be payable by the 30th day of April in each year.⁽⁴⁾ Any member in default of such dues shall

not be entitled to a vote at any Association meeting, shall not serve as an officer or director during such default, and shall not enjoy any other membership privileges.

ARTICLE IV Government

All management powers of the Association shall be vested in the Board of Directors which shall consist of five members, four of whom shall also be, respectively, the President, the Vice-President, the Treasurer, and the Secretary; the remaining Director at Large shall be one other member of the Association elected by the membership. All directors are elected to serve for a two-year term. ^(8, 20) The ex-President shall serve as Director ex-officio for one year following his term of office. ⁽¹¹⁾

ARTICLE V Officers

Sec. 1. The officers of the Association shall be a President, a Vice-President, a Treasurer, and a Secretary.

Sec. 2. The officers shall be elected at the annual meeting of the members and shall hold office for a term of two years and until their successors are elected. The President and Director at Large shall be elected in odd-numbered years. The Vice-President, the Treasurer, and the Secretary shall be elected in even-numbered years. ⁽³⁾

Sec. 3. The officers and the directors shall not receive, directly or indirectly, any salary or other compensation from the Association unless authorized by the concurring vote of two-thirds of all of the members.

ARTICLE VI Duties of Officers

Sec. 1. President. It shall be the duty of the President to direct the affairs of the Association, enforce its laws and/or rules and regulations and to act ex-officio as a member of all standing committees.

The President may authorize unanticipated expenditures up to \$500 for each Committee, larger expenditures to be referred to the Board of Directors for approval. ⁽²¹⁾

The President shall act as Chairman at all membership and Board of Directors meetings. ⁽⁷⁾

Sec. 2. Vice-President. It shall be the duty of the Vice- President to assist the President in the discharge of his duties and to officiate in his absence.

Sec. 3. Treasurer. The duties of the Treasurer shall be as follows:

- (a) To have charge of the funds of the Association and to keep an account of all moneys received and paid out.
- (b) To deposit such funds in the name and for the account of the Association under the direction of the Board of Directors and to make such deposits in a checking account as needed. The funds shall be deposited in a savings account, a Money Market account, Certificates of Deposit and/or such other accounts as the Board of Directors approves, whichever may be more advantageous at the time, commensurate with the safety of the Association funds. ⁽³⁾
- (c) All checks or funds drawn shall require the signature of either the Treasurer or the President. ⁽⁵⁾

Sec. 4. Secretary. The duties of the Secretary shall be as follows:

- (a) To keep minutes of the membership and Board of Directors meetings; to have custody of all Committee reports and documents connected with the proceedings of the Association.
- (b) To send out bills for dues and administer beach gate keys. ⁽²³⁾
- (c) To send out notice of the annual meeting not less than ten (10) days nor more than forty (40) days before the meeting; such notice shall list upcoming board position openings and encourage members to seek board positions.

ARTICLE VII

Powers and Duties of the Board of Directors

Sec. 1. To meet at least twice yearly; special meetings may be called by order of the President or at the request of two directors.

Sec. 2. Three members of the Board shall constitute a quorum.

Sec. 3. To appoint a chairman for all committees within thirty (30) days after the annual meeting of members, with the exception of the Nominating Committee. The Chairman shall have the right to select other members to serve on his committee if he so desires.

Sec. 4. The Board to appoint three (3) members to serve as the Nominating Committee no less than thirty (30) days before the annual meeting. ⁽⁹⁾

Sec. 5. To appoint one of the Association members to audit the accounts of the Treasurer and give certification to that effect at the annual meeting of the members.

Sec. 6. To fill any vacancy in the office of President, Vice-President, Treasurer, or Secretary by selection of one of its members to hold office until the next annual election.

Sec. 7. To fill any vacancy in its body by selection of a member to hold office for the unexpired term of such vacancy.

Sec. 8. To direct the affairs of the Association under the supervision of the President.

Sec. 9. To prepare the budget for the ensuing year by March 24th of each year for approval by the members at the annual meeting. ⁽³⁾

Sec. 10. To assess any member of the association who plans construction requiring a permit with the Village, prior to the issuance of a Certificate of Occupancy (CO), an amount in cash equal to 1% of the estimated cost of such construction as filed with the Village, not to exceed \$750.00 in a period of 2-years. The funds so paid will be non-refundable and subject to the Board of Directors, will be held in a Road Fund for future road repair. ⁽¹⁹⁾

ARTICLE VIII

Meetings of the Members of the Association

Sec. 1. The Association shall hold its annual meeting of members for the election of officers and directors and for the transaction of such other business as may come before the meeting, in the first week of May at a time, place and date to be determined by the Board of Directors. ⁽³⁾

Sec. 2. Special meetings of members shall be called by the Secretary upon request of the President or by order of two (2) members of the Board of Directors, or upon written request of five (5) members of the Association.

Sec. 3. Notice of all meetings of members shall be mailed, e-mailed or delivered personally to each such member not less than ten (10) nor more than forty (40) days before the meeting.

Sec. 4. At all meetings of members one-third thereof entitled to vote whether in person or by proxy, shall constitute a quorum but fewer than a quorum shall have power to adjourn from time to time until a quorum be present.

Sec. 5. At the regular annual meeting, the following order of business shall be observed:

1. Roll Call
2. Reading of minutes of previous meeting
3. Reading of minutes of all directors meetings
4. Reports of officers
5. Reports of committees
6. Old business
7. New business

8. Adoption of a budget for ensuing year
9. Election of officers and directors

Sec. 6. The proceedings of each meeting shall be verified by the signature of the Chairman, who shall be the President of the Association, or, in his absence or inability to act, the Vice-President.

ARTICLE IX Committees

There shall be the following standing committees:

- Road
- Beach
- Nominating

ARTICLE X Duties of Committees

Sec. 1. Road Committee. It shall be the duty of the Road Committee to see that the rails and signs at the entrance are in proper order; take care of the shrubs and grass. Any ideas or suggestions to enhance the beauty of the entrance shall be referred to the President. It shall be the further duty of the Road Committee to see that the road is kept in good repair. Wild growth protruding into the road shall be cut back and any refuse removed. Also, owners of hidden driveways shall be notified to help maintain reasonable visibility. ⁽¹²⁾

Sec. 2. Beach Committee. It shall be the duty of the Beach Committee to see that its privacy is clearly posted; to see that the beach is in reasonably sanitary condition; to see that only the cars of our members and guests are allowed in the beach parking field. Any other shall be told to remove their cars; if unable to contact the owner, the Village of Old Field police officer shall be called to affix a summons (492-5300 or 941-9412); or, if he is not available, the license plate number of the trespassing car shall be noted and reported to the President. In this respect, all members shall proceed in the same manner in order to discourage trespassers on our beach and parking lot. ⁽²⁴⁾

Sec. 3. Nominating Committee. The function of this Committee is to prepare a slate of nominees to be voted on at the ensuing annual meeting. This slate of nominees shall be for the offices of President, Vice-President, Treasurer, Secretary, and two (2) directors, all to serve for a two (2) year term, the President and one (1) director to be elected in odd-numbered years, and the Vice-President, the Treasurer, Secretary, and a second director to be elected in even-numbered years. ⁽³⁾ No member of the Nominating Committee shall be a nominee. The members shall be informed of the nominees so chosen not less than ten (10) days before the annual meeting; such notice shall list the names of all nominees for election and the office for which they are respectively nominated.

Sec. 4. General. All committee expenditures shall be approved by the President and/or Board of Directors.

Any suggestions by committees shall be taken up with the President and/or the Board of Directors.

All committee reports shall be submitted at the annual meeting of the members for approval.

There shall be such other committee or committees, as the Board of Directors shall from time to time deem necessary.

ARTICLE XI Fiscal Year

The fiscal year of the Association shall be from April 1 to March 31. ⁽²²⁾

ARTICLE XII Amendments

These By-Laws may be added to or amended in whole or in part at any meeting of the Association, annual or special, by a vote of two-thirds of the members present in person or by proxy and constituting a quorum. Notice of the proposed amendments shall be furnished by the Secretary at least ten (10) days before the meeting.

Historical Footnotes:

- (1) Certificate of Incorporation -- see attached copy
- (2) Declaration of Covenants -- see attached copy
- (3) Amended at the 34th Annual Meeting of the Association, June 3, 1991.
- (4) Amended at the 4th Annual Meeting of the Association, June 24, 1961, and again at the 58th Annual Meeting, May 19, 2015 to reflect a more reasonable deadline for dues payment of 30 days.
- (5) Amended at the 31st Annual Meeting of the Association, May 6, 1988, and again at the 58th Annual Meeting, May 19, 2015 to reflect the current practice of one signature required.
- (6) Amended several times by the Association:
 - a) originally, the Annual Meeting was the 3rd Saturday in June.
 - b) amended at the 6th Annual Meeting, June 23, 1963 to be either the 1st or 2nd Saturday in November.
 - c) amended at the 11th Annual Meeting, May 3, 1968 to be the 1st Friday in May.
 - d) amended at the 31st Annual Meeting, June 6, 1988, to be the 1st Thursday in May.
 - e) amended at the 34th Annual Meeting, June 3, 1991, to be held sometime during the 1st week in May at the discretion of the Board of Directors.

- (7) Amended at the 5th Annual Meeting, June 23, 1962. Originally, the Chairman of the Annual Meeting was elected from the floor by the members present.
- (8) Originally the Secretary and Treasurer were separate offices. The By-Laws were amended at the 4th Annual Meeting, June 24, 1961 to combine the offices.
- (9) Originally the nominations were made directly from the floor. The By-Laws were amended at the 5th Annual Meeting, June 23, 1962 to provide for a Nominating Committee which would present a slate of officers to the membership at the Annual Meeting. Nominations however, could still be made from the floor.
- (10) Amended at the 11th Annual Meeting, May 3, 1968, to have the dues based on Old Field's Assessed Valuation of each property, and to make the dues payable by April 15th, instead of June 15th.
- (11) Amended at the 31st Annual Meeting, May 6, 1988.
- (12) Amended at the 34th Annual Meeting, June 3, 1991 to eliminate the second paragraph of this section and no longer close the road.
- (13) Amended at the 46th Annual Meeting, June 10, 2003 to allow the Association to take out a loan for rebuilding the road.
- (14) Amended at the 46th Annual Meeting, June 10, 2003 to allow the Association to increase the annual assessment for five years, per household as based on the requirements of the loan. The first payment to be collected July 2003.
- (15) Amended at the 46th Annual Meeting, June 10, 2003 to allow the Association to establish a late penalty on the additional assessment. Should a family not pay the additional assessment the late payment shall be \$25.00 late fee and 1 ½% every 30 days the payment is late.
- (16) Amended at the 46th Annual Meeting, June 10, 2003 to ensure that when an owner sells their property they are obligated to inform to the new homeowner the details of the road assessment. The seller is responsible to fulfill whatever is owed of their portion of the loan and to inform the buyer of their continued responsibility until the loan has been repaid.
- (17) Amended at the 46th Annual Meeting, June 10, 2003 to allow the Association to separate the position of Treasurer/Secretary into two positions: Treasurer, Secretary instead of one.
- (18) Amended at the 46th Annual Meeting, June 10, 2003 to allow the Association to have the Treasurer become a Director and fulfill one of the Director spots thereby keeping the Board of Directors to five people.
- (19) Originally amended at the 49th Annual Meeting, May 30th, 2006 that any member who plans construction requiring a permit from the Village of Old Field will, prior to issuance of the related Certificate of Occupancy, pay the Treasurer cash in an amount equal to 1% of the estimated cost of such construction as filed with the Village (but not more than \$5,000). The funds so paid will be non-refundable and will subject to the direction of the Board of Directors, be held in a Road Fund for the maintenance of the road. Subsequently further amended at the 58th Annual Meeting, May 19, 2015 to reflect a more proportionately reasonable cap, reflective of the damage created by construction traffic compared to other traffic.

- (20) Amended at the 58th Annual Meeting, May 19, 2015 to incorporate the intended by-law changes as reflected in historical footnotes #17 and #18, in Articles IV, V, VI and throughout the by-laws.
- (21) Amended at the 58th Annual Meeting, May 19, 2015 to increase the President's spending limit to \$500 for unanticipated expenses.
- (22) Amended at the 36th Annual Meeting, May 3, 1993 to change to fiscal year from January 1 to December 31 to between April 1 and March 31.
- (23) Amended at the 58th Annual Meeting, May 19, 2015 to reflect current duties of Secretary.
- (24) Amended at the 58th Annual Meeting, May 19, 2015 to reflect current duties of the Beach Committee.