

Adopted September 21, 2013

CONSTITUTION AND BYLAWS OF DAVIS PARK ASSOCIATION, INC.  
DAVIS PARK, FIRE ISLAND, TOWN OF BROOKHAVEN,  
LONG ISLAND, NEW YORK

**Article I Name**

**Section 1.** The name of the Corporation shall be Davis Park Association, Inc. and it shall be located in Davis Park, Fire Island, Town of Brookhaven, Suffolk County, New York. All references to Davis Park herein shall be deemed to include that portion of Davis Park commonly referred to as Ocean Ridge as well as the other areas of Davis Park.

**Article II Purposes Of The Corporation**

**Section 1.** The purposes for which the Corporation is formed are:

To promote friendship and good will among the Association Members, the residents of the Davis Park community, and their renters, guests and visitors.

To provide a forum for general discussion of questions of interest to its Members.

To preserve and enhance the natural assets and beauty of, and to foster public and private improvements in, Davis Park.

To cooperate with local, state and federal government authorities and with other civic groups in the general improvement of Davis Park and its environs and to take advantage of such aid and assistance as shall be available from such authorities.

To take appropriate steps to safeguard the physical assets of Davis Park from the hazards of fire, wind, shifting sand and other dangerous conditions in cooperation with the authorities to which such functions have been assigned.

To foster and create recreational facilities and programs for the residents of Davis Park, and their children, guests and visitors.

To exercise, promote, and protect the privileges and interests of the Members, the residents of the Town of Brookhaven, and renters at and visitors to Davis Park; to foster a healthy interest in the civic affairs of the community; to develop good citizenship; and to inquire into civic abuses and to seek reformation thereof.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors, or Officers except as permitted under Article 5 of the Not-for-Profit Corporations Law.

**Article III Offices Of The Corporation**

**Section 1.** The principal office of the Corporation shall be located in Davis Park, Fire Island, Town of Brookhaven, Suffolk County, New York. The Board of Directors may from time to time establish additional offices and places of business for the Corporation.

## **Article IV Members**

**Section 1.** There shall be two categories of membership:

- (i) Member, with full voting privileges.
- (ii) Associate Member, without voting privileges.

(a) Except as provided in paragraph (c) of this section, the owner(s), whether individual (together with spouse/partner), joint, corporate or other legal entity, of one or more houses in Davis Park shall be eligible to be one Member of the Corporation in any year upon paying the dues required of Members of the Corporation in such year. An individual or entity that owns more than one house in Davis Park shall be entitled to no more than one membership. Two or more individuals, entities, or individuals and entities that jointly own one or more houses in Davis Park shall be entitled to no more than one membership. See Article VI, Section 6, for a description of the voting rights of such owners. Ownership shall be evidenced by the appearance of the name(s) of the property owner(s) on the last recorded deed of ownership of each house. In the absence of objection made at least one hour prior to any meeting of the Members, the appearance of the name of the owner(s) on the current tax rolls or current tax bill shall be sufficient evidence establishing the identity of the owner(s) of a house. In all cases, the right to membership of any owner(s) at any membership meeting, and therefore the right of such owner(s) to vote as one Member on any issue or at any election at such meeting, is conditioned upon the full receipt of dues payment from such owner(s) by the Treasurer prior to such vote.

(b) Individuals or other entities that share a common interest in promoting the purposes of the Corporation shall be eligible to be Associate Members of the Corporation in any year upon paying the dues required of Associate Members of the Corporation in such year. Associate Members shall have the right to attend and speak at all meetings of the Members, but they shall not be eligible to become Officers or Directors of the Corporation, and shall have no right to vote on any issue or at any election of Officers or Directors. They may be members of committees appointed by the Board of Directors.

(c) If any house shall be owned by a trustee or trustees and under the terms of the trust agreement any adult beneficiary shall in any year have the exclusive right of occupancy of the house owned by the trustee(s), such beneficiary shall have the right during such year to become a Member of the Corporation in lieu of membership by the owning trustee(s). If any house shall be owned by one or more administrators, executors, personal representatives or trustees (hereinafter collectively a "fiduciary") and under the terms of the governing law or instrument there shall be no adult beneficiary having the exclusive right of occupancy of the house owned by the fiduciary, such fiduciary shall have the right to become a Member of the Corporation.

**Section 2.** For the purpose of eligibility for membership in the Corporation, a corporation, partnership, trust, estate, limited liability company, or other artificial entity (as distinct from an individual), is defined as a single entity and is entitled to one membership. The voting rights of any such entity shall be exercised by one authorized official of such entity.

**Section 3.** In any case in which a Member is entitled to vote, such Member shall have one vote. Members shall be entitled to vote by written proxy on any issue or at any election voted upon at a meeting, provided that such proxy as approved by the Board of Directors is witnessed in writing by at least one witness and presented to one of the Officers of the Corporation at least one hour before the start of any meeting. Any issue with respect to membership shall be resolved in the same manner. The President may appoint an Inspector of Elections who shall not be a current officer of the Corporation, who shall have the power to resolve any dispute with respect to membership and the right to vote at any meeting. The decision of the Inspector of Elections shall

be final, provided that all determinations as to whether dues have been fully paid by any person or entity asserting membership and/or the right to vote shall be made by the Treasurer.

**Section 4.** Any Member who shall cease either to own a house in Davis Park or to be a beneficiary of a trust under the terms of which such Member shall have exclusive occupancy of a house in Davis Park shall cease to be a Member of the Corporation, but may become an Associate Member.

**Section 5.** A Member of the Corporation may resign as a Member by written declaration signed by such Member, which resignation shall take effect upon delivery thereof to the Secretary.

**Section 6.** The owner of the house on the Casino property is eligible to become a Member.

## **Article V Dues**

**Section 1.** Each Member shall pay annual dues to the Corporation in an amount which shall be determined from time to time by the Board of Directors. The amount of such dues shall be uniform for each house, provided, however, that the owner of two or more houses will be required to pay only one set of dues. Payment of dues will be accepted at any time but the right to vote shall be conditioned on the full receipt of dues payment prior to any vote..

**Section 2.** Each Associate Member shall pay annual dues to the Corporation in an amount which shall be determined from time to time by the Board of Directors. The amount of such dues shall be uniform for each Associate Member, provided, however, that only one set of dues shall be required per boat or rental house.

## **Article VI Meetings Of The Members Of The Corporation**

**Section 1.** The Corporation shall hold two annual meetings of Members. One meeting shall be held in or about the Spring and the second meeting shall be held in or about the Fall. The election of Officers and Directors whose terms have expired shall be held at the Fall meeting. The date, place and hour of both annual meetings shall be determined by the Board of Directors. At the meetings, the President shall present a report of the activities and accomplishments of the Corporation and a program of the future activities of the Corporation.

**Section 2.** On or around July 15th of each year, the Corporation shall send out a notice to all Members of the Corporation stating that at the Fall meeting there shall be elections for the two year terms of the Officers and Directors whose terms shall expire at the conclusion of the Fall meeting, The notice shall also contain an "Application Form for Nomination to a Position in the Corporation" as approved by the Board of Directors, specifying those offices and directorships to be voted upon at the meeting, which any Member may use to apply to be elected at such meeting to any one (but not more than one) of the positions up for election that year. In order to be valid, the application form completed by the applicant must be received by the Corporation on or before August 15<sup>th</sup> of such year. Such applicant may but need not also submit at the same time a resume on not more than one 8-1/2" x 11" page setting forth such biographical data that such applicant deems to be pertinent in support of his/her application. The President shall circulate a copy of all such resumes submitted by applicants with the notice of the Fall meeting. No person who has failed timely to submit a completed application form shall be eligible to be elected as an Officer or Director by the Members at the meeting. At the appropriate time in the meeting, the President shall

announce who has applied for election to the various positions available that year. If there shall be more than one candidate for an office or more candidates for Director than the number of Directors to be elected at the meeting by the Members, the position(s) shall be filled by written ballot prepared in advance by the Secretary. If there shall be only one candidate for an office or a number of candidates for Director no greater than the number of Directors to be elected by the Members at the meeting, a written ballot for such position(s) may, in the discretion of the President, be dispensed with. The candidate for an office receiving a plurality of the votes cast shall be elected. If the number of candidates for Director exceeds the number of Directors to be elected, the four or five candidates (depending upon the year) receiving the greatest number of votes shall be elected.

**Section 3.** Special meetings of Members shall be called upon the request of the President or by a majority of the Board of Directors or upon the written request of at least five Members. Special meetings shall act only on such business as shall be indicated in the notice of meeting.

**Section 4.** (a) Notice of all meetings of Members shall be properly delivered to each Member not less than ten nor more than fifty days before the meeting, provided, however, that notice of any meeting properly delivered to one joint Member shall be deemed to be notice of such meeting properly delivered to any and all other joint Members.

(b) For the purposes of this Article VI, "proper delivery" of notice may be accomplished in any one or more of the following ways:

- (i) Hand delivery of such notice to such Member; or
- (ii) Mailing such notice by ordinary U.S. Mail to the last known address of such Member listed in the records of the Corporation; or
- (iii) Electronic or fax transmission to the last known email address or fax number of such Member listed on the records of the Corporation.

**Section 5.** At all meetings of Members of the Corporation, thirty-five Members, whether present 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 shall be present.

**Section 6.** At all meeting of Members, each Member shall be entitled to one vote in any case in which Members are entitled to vote. For these purposes, as stated in Article IV, Section 1(a), the same owner(s) of one or more houses constitute only one membership and, therefore, are entitled to only one vote. Any one of two or more joint owners of a house may exercise the right to vote, provided that no objection is made by another owner of the same house. In the case of disagreement between or among joint owners, their vote shall be disregarded. The following examples illustrate the rules set forth in this section, it being understood that full dues have been paid in respect of each membership:

**Example 1:** H and W jointly own one or more houses. They constitute one Member and are entitled to one vote, exercisable by either one. If they disagree, their vote is disregarded.

**Example 2:** A owns 7 houses. A and B jointly own another house. A is entitled to one vote; A and B jointly are entitled to one vote. A may vote once for A, and if B does not object, once for AB.

**Example 3:** A and B jointly own 2 houses. A and C jointly own another house. A and B jointly are entitled to one vote; A and C jointly are entitled to one vote. If B and C do not object, A may vote once each for AB and AC.

**Example 4:** A owns 3 houses. A and B jointly own another house. A and C jointly own another house. A has one vote; A and B jointly have one vote; A and C jointly have one vote. A may vote once for A and, if B and C do not object, once each for AB and AC.

**Example 5:** X Corp. owns two houses. X Corp. constitutes one Member; an officer of X Corp. may vote once on behalf of X Corp.

**Example 6:** A owns one house. X Corp. owns another house. A is the sole stockholder and officer of X Corp. A may vote once each for A and X Corp.

**Example 7:** X Corp. owns 3 houses; XYZ Partnership owns another house; A owns another house. A is the President of X Corp. and the principal partner in XYZ Partnership. A may vote once each for X Corp, XYZ Partnership and A.

## **Article VII Board Of Directors**

**Section 1.** The property, Officers and business of the Corporation shall be managed by the Board of Directors that shall govern the Corporation, state its policies, organize its administration, determine its operation, authorize expenditures of funds and otherwise manage its affairs. The act of a majority of the Directors present at a duly assembled meeting at which there shall be a quorum shall be the act of the Board of Directors except as may be otherwise specifically provided hereunder.

**Section 2.** (a) The number of members of the Board of Directors shall be fifteen. All members of the Board of Directors shall be Members of the Corporation in good standing. The Board of Directors shall be composed of the following:

(i) The five principal Officers of the Corporation, namely, the President, two Vice Presidents, Secretary and Treasurer, elected by the membership at large.

(ii) The immediate past President, if available for service, for a term commencing at the end of his/her presidency and expiring at the conclusion of the Fall meeting held in the second calendar year following the commencement of such term ("past President term") .

(iii) Nine Directors elected by the membership at large. Such nine Members serving as Directors shall have two year terms, four of which will expire in odd numbered years and five of which will expire in even numbered years.

(b) If there is no past President available for service as a Director, or if vacancies in the Board of Directors shall occur between annual meetings from any cause whatsoever, such vacancies shall be filled by the vote of the remaining members of the Board of Directors. The term of any Director appointed by the Board of Directors to fill a vacancy occurring by reason of the fact that there is no past President available for service as a Director shall last until the expiration of the lesser of (a) the balance of the past President term or (b) such time as there shall be a past President available for service as a Director. The term of any Director appointed by the Board of Directors to fill a vacancy occurring between annual meetings of the Members shall last until the expiration of the term of the Director whose failure to complete his/her term created the vacancy.

**Section 3.** Each elected member of the Board of Directors shall hold office for a term of two years commencing at the conclusion of the meeting in which such Director was elected and until a successor is duly elected and takes office. The President shall serve as Chairperson of the Board of Directors.

**Section 4.** (a) The Board of Directors shall hold a minimum of eight regular meetings annually, the date, time and place of which shall be fixed by the Board of Directors. Two regular meetings shall be held as closely as may be convenient before each of the two annual meetings of the Members of the Corporation.

(b) Special meetings of the Board of Directors shall be called at any time by the Secretary upon the request of the President or of three or more members of the Board of Directors. The purpose(s) of any special meeting shall be indicated in the notice of the meeting. Only those purposes specified in the notice of the special meeting shall be considered at such meeting. (c) An emergency meeting of the Board of Directors may be called at any time upon the request of three or more members of the Board of Directors. Notice of such a meeting, whether oral or written, and without the time restrictions set forth in Section 6(a) of this Article, shall be given to all members of the Board of Directors. The purpose(s) of any emergency meeting shall be indicated in the notice of the meeting. An emergency meeting attended by a quorum shall be deemed to be a legal meeting. Only those purposes specified in the notice of the emergency meeting may be considered at such meeting. Minutes shall be taken at any emergency meeting and distributed to all members the Board of Directors.

(d) At the discretion of the President, a telephone or email vote may be taken to determine answers to questions at any time.

**Section 5.** The number of members of the Board of Directors constituting a quorum shall be a majority of the Directors then in office, but not less than five. Less than a quorum shall have power to adjourn from time to time, however, until a quorum shall be present.

**Section 6.** (a) Notice of all special meetings of the Board of Directors shall be given to each member of the Board of Directors at least five days and not more than twenty days before the meeting.

(b) For the purposes of this Article VII, notice of meetings may be accomplished in any one or more of the following ways:

- (i) Hand delivery of such notice to such Director; or
- (ii) Mailing such notice by ordinary U.S. Mail to the last known address of such Director listed in the records of the Corporation; or
- (iii) Electronic or fax transmission to the last known email address or fax number of such Director listed on the records of the Corporation.

**Section 7.** While Directors may attend meetings of the Board of Directors by teleconference when available, each Director shall meet one of the following minimum attendance requirements over the course of his/her two year term: (a) presence in person at eight regular or special meetings, or (b) attendance at nine regular or special meetings, at least five of which shall be in person. Notwithstanding any other provision of this Constitution and Bylaws, if any member of the Board of Directors shall fail to meet the foregoing minimum attendance requirement (to be applied pro rata in the event of a term shorter than two years),, such Director shall automatically be deemed to have resigned as a member of the Board of Directors. In such case, the President shall promptly notify such person in writing that he/she is no longer a member of the Board of Directors.

## **Article VIII Officers**

**Section 1.** There shall be a President, two Vice Presidents, a Secretary and a Treasurer of the Corporation, each of whom shall be a Member in good standing. The President, one Vice

President and the Treasurer shall be elected in odd-numbered years, and one Vice President and the Secretary shall be elected in even-numbered years.

**Section 2.** Each elected Officer shall hold office for a term of two years commencing at the conclusion of the meeting in which such Officer was elected and until a successor is duly elected and takes office. If a vacancy in any office shall occur between annual meetings from any cause whatsoever, such vacancy shall be filled for the balance of that Officer's term by the vote of the Board of Directors.

**Section 3.** The President shall be the Chief Executive Officer of the Corporation and shall be in charge of the direction of its affairs. The other Officers shall have the powers and perform the duties that usually pertain to their respective offices or as may from time to time be prescribed by the Board of Directors. Each of the Vice Presidents will be expected to be able to fill the role of President and to be familiar with all issues at hand.

**Section 4.** The Officers and members of the Board of Directors shall not receive, directly or indirectly, salary or other compensation from the Corporation, but they may be reimbursed for out-of-pocket expenditures properly made by them on behalf of the Corporation, and substantiated in a written report of expenditures.

**Section 5.** The Corporation shall have such committees as the Board of Directors may establish from time to time. The President shall appoint the chairperson and other members of such committees. Prior to any action being taken by a committee, the committee's recommendations concerning such action shall be submitted to the Board of Directors for full review. The committee shall not take such action until the Board of Directors shall approve same.

## **Article IX Fiscal Year**

**Section 1.** The fiscal year of the Corporation shall be the calendar year.

## **Article X Amendments**

**Section 1.** This Constitution and Bylaws may be added to, amended or repealed in whole or in part by a two-thirds majority vote of the Members at any meeting at which a quorum shall be present, provided that notice of the proposed addition, amendment or repeal shall have been given to each Member in the notice of such meeting.

## **Article XI Specific Powers of the Officers and Directors**

**Section 1.** The Officers and Directors are authorized to issue membership certificates to the Members and any Associate Members.

**Section 2.** All funds belonging to the Corporation shall be invested and earn income to the extent practicable.

**Section 3.** The President shall deliver to the Members and file in the records of the Corporation an annual report.

**Section 4.** The Corporation shall file such reports as shall be required by law, whether annually or at such other intervals as shall be required by law.

**Section 5.** The President shall present at the annual meetings of Members a financial report verified by the President and Treasurer or by a majority of the Directors or certified by a CPA or a firm of accountants selected by the Board of Directors showing, in appropriate detail, the assets and liabilities, principal changes in assets and liabilities, revenue, expenses, Members, and a statement of increase or decrease in Members. The annual financial reports are to be filed with the records of the Corporation and a copy or abstract is to be entered in the minutes.