

NASSAU POINT PROPERTY OWNERS ASSOCIATION BY-LAWS

Article I – Name

The name of this organization shall be the Nassau Point Property Owners Association.

Article II – Purpose

The objectives and functions of the Association shall be devoted to:

- 1) Protecting and maintaining the property values of Nassau Point.
- 2) Fostering a neighborly and cooperative spirit among the residents of Nassau Point to the benefit of all.
- 3) Securing necessary and required public service from State, County and Town agencies commensurate with taxes contributed by Nassau Point property owners.
- 4) Stimulating community interest in civic affairs.
- 5) Maintaining desired and needed service in the following areas of vital interest:
 - a. Police Protection
 - b. Fire Protection
 - c. Health and Sanitation
 - d. Conservation
 - e. Roads and Transportation
 - f. Light, Power and Communications
 - g. Schools
 - h. Zoning and Building Ordinances

Article III – Membership

- 1) Persons who are property owners in Nassau Point or who are designated official representatives of property owners shall be eligible for membership in the Association. Membership and eligibility to vote shall be conditioned upon being current in dues and in good standing. Voting on Association matters shall be limited to one vote per household.
- 2) Application for membership shall be in writing in a form approved by the Board of Directors.
- 3) Members may be suspended or expelled for conduct considered detrimental to the Association. The Board of Directors shall in such instance provide an appropriate hearing for all parties concerned, and its decision shall be final.
- 4) Membership shall be continuous until termination for cause, as provided in this Article, for non-payment of dues or by personal resignation.

Article IV – Dues

- 1) Members shall pay annual dues in the amount determined, and not later than the date set, from time to time by the Board of Directors.
- 2) There shall be no assessments over and above the amount of annual dues. Any appeal to members to help defray extraordinary required expenses shall be made on a voluntary basis.

Article V – Board of Directors

- 1) General Authority – The Association shall be governed by a Board of Directors, which shall be responsible for controlling,

managing, and disposing of the affairs and funds of the Association.

- 2) Structure – The Board of Directors shall consist of not more than 24 members, elected by the Membership for a term of three years. These terms shall be so arranged that one-third of the members are elected each year at the Annual Membership Meeting.
 - a. Tenure – No member of the Board of Directors shall serve for more than three consecutive, three-year terms. However, a member who has lost tenure after serving three consecutive terms shall become eligible for re-election to the Board after a lapse of one year.
 - b. Past Presidents of the Association – By virtue of having held such office, a Past President shall be an ex officio member of the Board of Directors, without voting powers. This designation shall not preclude any Past President from thereafter being eligible for election to the Board of Directors as a voting member.
- 3) Election – Candidates for the Board of Directors shall be chosen each year by a Nominating Committee, which shall be chaired by the First Vice President and shall consist of such other Board members as the Chair may select. The Nominating Committee shall present the names of the candidates to the Board of Directors for approval at a meeting to be held approximately one month prior to the Annual Membership Meeting. Upon approval of the Board, the Secretary shall present the nominations in the notice of the Annual Membership Meeting, which notice shall be mailed, or emailed if a member has provided an email address, to all members at least ten days prior to the meeting. Vacancies in the Board of Directors as they occur from time to time shall be filled by action of the Board at a regularly constituted meeting. Directors so

appointed shall function in the unexpired period of the term of office of the director being replaced.

4) Meetings:

- a. Annual Meeting – The Annual Meeting of the Board of Directors shall be convened immediately following the Annual Membership Meeting. Should some unforeseen event prevent the holding of the Annual Meeting at this time, then it shall be called as soon as practicable after the Annual Membership Meeting.
- b. Other Meetings – Directors meetings shall be called from time to time, as required by the President, or in his or her absence, by a Vice President, or at the request of five members of the Board. At least three regular meetings shall be held each year, one to be convened approximately one month prior to the Annual Membership Meeting.
- c. Notice of Meetings – Notice of any Board meeting shall be emailed to the Board members at least five days prior to the date of the meeting. This notice shall present the agenda for the meeting and ask that the President or Corresponding Secretary be informed of any additional items suggested for discussion.
- d. Quorum – One-half or more of the current Board membership shall constitute a quorum for the conducting of all business at any meeting.
- e. Teleconferencing and Videoconferencing Attendance – Participation in Directors' meetings may include participation of a director or directors by means of teleconferencing or videoconferencing. Teleconferencing or videoconferencing means conducting a meeting or participating in a meeting through the use of telephonic equipment for teleconferencing or video equipment for videoconferencing, that in each case allows a director or

directors to hear or see, as the case may be, each director. Any director participating in a meeting by telephonic or video equipment shall be deemed to be included in the calculation of a quorum.

- f. Email voting – A majority of the Board of Directors may vote to approve a specific measure by email vote and without satisfying the meeting notice requirements of Section 4(c) if such measure, in the sole judgment of the President, or the Vice President in the absence of the President, or upon the request of at least five directors, needs expedited approval. Such measure shall be sent by email to all Directors prior to the vote on the measure with a brief explanation of the need for expedited approval.
- 5) Other Duties – The Board of Directors shall have the duty and responsibility to elect the officers of the Association hereinafter designated by these By-Laws; to appoint committees and prescribe duties and powers delegated thereto; to make rules and regulations, not inconsistent with the Law or these By-Laws, for the direction of officers, agents and committees of the Association and for the management of its business and affairs; and generally to have and exercise all of the powers usually held and exercised by the Board of Directors.

Article VI – Officers

- 1) Designation – The elected officers of this Association shall be:
 - a. President
 - b. First Vice President
 - c. Second Vice President
 - d. Recording Secretary
 - e. Corresponding Secretary
 - f. Treasurer

Either the President or one of the two Vice Presidents shall be a year-round resident of Nassau Point. The Board of Directors may appoint or employ such other officers as they may deem appropriate.

2) Election – Candidates for officers shall be chosen each year by the Nominating Committee. The Nominating Committee shall present the names of the candidates to the Board of Directors at a Board meeting held immediately after the Annual Membership Meeting, and officers shall be elected at this meeting. Should some unforeseen event prevent a meeting at this time, the candidates shall be presented and the election held at a subsequent meeting called for the purpose. Officers shall serve until the next Annual Meeting or until their successors are elected, providing the Board of Directors may terminate the tenure of their office.

3) Duties of Officers:

a. President – The President shall be the executive officer of the Association and shall perform all the acts and duties usually incident to such office, including the duty of presiding at all meetings of the membership and of the Board of Directors.

b. Vice Presidents – Either Vice President shall have the power and authority to perform all the functions and duties of the President in the absence of the President or due to his or her inability to act for any reason.

c. Recording Secretary – The Recording Secretary shall keep full and complete records of the minutes and proceedings in the Minutes Book of the Association.

d. Corresponding Secretary – The Corresponding Secretary shall be responsible for the issuing of all notices of meetings of the Membership and of the Board of Directors. In addition, he/she will be responsible for receiving incoming

mail and the subsequent distribution of such correspondence to the appropriate officer or officers.

- e. Treasurer – The Treasurer shall have custody of the Association’s funds and securities and shall keep full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer shall deposit all funds of the Association in the name of the Association in such bank or banks as designated by the Board of Directors from time to time. The Treasurer shall be responsible for the discharging of usual and routine obligations of the Association.
- f. Assistant Officers – The Board of Directors may appoint assistant officers whenever they deem it necessary. These assistant officers shall perform the duties of their principals whenever the latter are unable to so perform.

Article VII - Committees

- 1) The Standing Committees of the Association and general areas of responsibility assigned to each, as may be revised by the Board of Directors by resolution, are as follows:
 - a. Property and Planning
 - i. Beaches and Rights of Way
 - ii. Deer Management
 - iii. Roads and Transportation
 - iv. Police and Fire Protection, and public utility issues
 - v. Zoning and building ordinances
 - vi. Wetlands and Shore Preservation, groundwater, and water quality issues
 - vii. Property maintenance and improvements

b. Membership

- i. Maintaining membership records
- ii. Welcoming new members
- iii. Planning and organizing events
- iv. Strengthening Association membership
- v. Maintaining the Association's website
- vi. Publishing the Membership Directory and Newsletter
- vii. Community Affairs, communicating with other neighborhood organizations and Town government
- viii. Historian

c. Budget and Finance

All matters pertaining to the finances of the Association, including proposing an annual budget, and monitoring revenues and expenses.

d. Legal Affairs

All matters pertaining to the legal affairs of the Association, including monitoring any litigation in which the Association is involved, the conduct of Association business, and the by-laws of the Association.

- 2) The Chairpersons of the Standing Committees shall be members of the Board of Directors and shall be appointed by the President, subject to approval by the Board of Directors. Other members of each committee shall be chosen by the Chairperson of the committee, subject to approval by the President. All Chairpersons of any committee or subcommittee shall submit periodic written reports of their committees' activities to the Board of Directors no later than three days prior to any scheduled meeting of the Board of Directors, or as the Board may direct. Committee members shall serve for one

- year following their appointment or until their successors have been appointed.
- 3) The President shall be ex officio a member of all committees.

Article VIII – Membership Meetings

- 1) An Annual Meeting of the full membership shall be held for the purpose of reviewing the affairs of the Association and to elect the members of the Board of Directors. The President or a Vice President, upon concurrence of the Board of Directors, may call other meetings from time to time.
- 2) The President or a Vice President, upon concurrence of the Board of Directors, shall fix the date, hour and place of any meeting. At least ten days prior to any membership meeting, the Secretary shall mail, or email if a member has provided an email address, a notice of the meeting to each member. This notice shall present the agenda for the meeting and require that the Secretary be informed of any additional items suggested for discussion.
- 3) Voting:
 - a. Quorum – Ten percent or more of the total membership shall constitute a quorum for the conducting of all business at any meeting. If a quorum is not present at any meeting, the President or other officer conducting the meeting shall adjourn it for a period not to exceed thirty days

Article IX – Amendments to the By-Laws

- 1) Only the Board of Directors may propose alterations of or amendments to these By-Laws. Such proposals shall be

- decided by vote of the Association membership at the Annual Meeting or at a special meeting called for that purpose. The Corresponding Secretary shall mail, or email if a member has provided an email address, notice of the convening of the meeting, presenting the text of the proposed changes, to all Association members at least ten days prior to the meeting.
- 2) In order for the proposed changes to be adopted, two-thirds of the Association members present at a meeting where it is established that a legal quorum is present, must vote their approval.

Article X – Meeting Procedure

Robert's Rules of Order shall govern the proceedings of all general, regular and special meetings of this organization, unless provided for differently in these By-Laws.