

WordPerfect Document Compare Summary

Original document: H:\Clients\Doc\BBPA BY LAWs.wpd

Revised document: @PFDesktop\MyComputer\H:\Clients\Doc\BBPA BY
LAWProposedAmended2009.wpd

Deletions are shown with the following attributes and color:

~~Strikeout~~, **Blue** RGB(0,0,255).

Deleted text is shown as full text.

Insertions are shown with the following attributes and color:

Double Underline, Redline, **Red** RGB(255,0,0).

Moved blocks are marked in the new location, and only referenced in the old location.

Moved block marks are shown in the following color:

Orange RGB(255,200,0).

The document was marked with 205 Deletions, 233 Insertions, 1 Move.

2009 PROPOSED AMENDED

BY LAWS OF BARRIER BEACH PRESERVATION ASSOCIATION, INC.

ARTICLE I

OFFICES

The principal office of the eCorporation shall be at PO Box 1448906 Dune Road, Village of Westhampton Beach West Hampton Dunes, County of Suffolk, and State of New York. ~~The corporation may also have offices at such other places within or without the State as the Board may from time to time determine or the business of the corporation may require.~~

~~ARTICLE II~~, but the mailing address shall be P. O. Box 1448, Westhampton Beach, New York 11978.

ARTICLE II

PURPOSES

The purposes for which this eCorporation ~~has~~ es been organized are as ~~follows~~:

~~As~~ set forth in Article III of the Certificate of Incorporation:

~~This corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to, or inure to the benefit of its members, directors, or officers, except to the extent permitted under the Not-for-Profit Corporation Law.~~

~~No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statement(s) of any political campaign, on behalf of any candidate or public office.~~

ARTICLE III

ARTICLE III

PROVISION FOR DISSOLUTION

In the event of dissolution, all of the remaining assets and property of the eC Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Service Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

ARTICLE IV

MEMBERSHIP

SECTION I - ADMISSION TO MEMBERSHIP

A person, association, partnership, limited liability company or corporation is qualified for membership if such person or entity ~~resides in the town of Southampton, New York~~ owns property in the ~~Village of West Hampton Dunes, New York~~ Village of West Hampton Dunes, New York and pays the membership dues as hereinafter provided. Each home is eligible for one (1) membership irrespective of the number of owners thereof.

SECTION II - MEMBERSHIP DUES

The annual dues ~~of the corporation~~ for each Member shall be \$100.00, or such other amount as determined by the Board of Directors, payable in advance.

Charter Members, defined as those who contributed to the Corporation prior to 1995, are permanently exempt from the requirement to pay annual dues and are entitled to lifetime free admission to any and all BBPA events, including but not limited to parties, lectures, classes, etc. but must continue to own property in the Village of West Hampton Dunes to be voting Members.

ARTICLE V

MEMBERSHIP MEETINGS

SECTION I - ANNUAL MEETING

The annual membership meeting of the eC Corporation shall be held during the month of ~~July~~. The secretary ~~October~~ and at least one (1) other full membership meeting will be held in the Spring of each year. The Secretary shall cause notice to be mailed to all mMembers of the eC Corporation; at their addresses as they appear in the eC Corporation's membership roll book, ~~at least two weeks~~ not more than fifty (50) days and not less than fourteen (14) days before the

scheduled date of such meeting. Such notice shall state the date, time and place of the annual meeting.

SECTION II -- SPECIAL MEETING

a) Special meetings of this ~~ce~~ Corporation may be called by:

~~a) thei)~~ The Board of Directors; or

~~b) byii)~~ By written notice signed by at least five (5) mMembers of the ~~c~~ Corporation and filed with the Secretary

b) The Secretary shall cause notice of such meeting to be mailed to all mMembers at their addresses as they appear in the membership ~~roll book at least ten days but~~ rolls not more than fifty (50) days and not less than fourteen (14) days before the scheduled date of such meeting. Such notice shall state the date, time and place of the meeting, and contain a concise statement of the business proposal to be transacted at such meeting.

SECTION III -- VOTING PRIVILEGES

Only regular mMembers of this ~~ce~~ Corporation shall have a right to vote.
Each mMember shall have one (1) vote.

SECTION IV -- QUORUM

In all meetings of the ~~c~~ Corporation, fifty-one (51%) percent of the mMembers of the ~~c~~ Corporation, present either by actual appearance or by proxy shall constitute a quorum for the transaction of any business. If a quorum is not present, those present may adjourn the meeting to not less than five (5) days and not more than ~~twenty~~ twenty-one (201) days later. The Secretary shall cause a notice of the re-scheduled date of the meeting to be sent to ~~those regular mall~~ Members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

SECTION V -- ACTION BY MEMBERS

Unless otherwise provided by law, ~~and except or~~ as expressly set forth ~~in Article XI~~ hereunder herein, the vote of a majority of the mMembers present at the time of the vote, either by actual appearance, electronic vote or by proxy, a quorum ~~being present~~ having voted, shall constitute an act of the mMembers.

SECTION VI -- PROXIES

a) ~~e~~Every ~~regular m~~Member entitled to vote at a meeting of ~~m~~Members or to express consent or dissent without a meeting may authorize another ~~regular m~~Member to act ~~for him as~~by proxy.

b) ~~e~~Every proxy may be signed by the ~~regular m~~Member or ~~his~~an attorney in fact. No proxy shall be valid after the expiration of eleven ~~(11)~~ months from the date thereof. Every proxy shall be revocable at the pleasure of the ~~regular m~~Member executing it, except as otherwise provided by law.

SECTION X ~~B~~- ACTION BY MEMBERS ~~WITH~~WITHOUT A MEETING

Whenever ~~m~~Members are required or permitted to take any action by vote, such action may be taken without a meeting as determined by ~~written consent~~the Board of Directors on notice to all Members, setting forth the action to be taken, ~~signed by all the regular members entitled to vote thereon.~~

~~ARTICLE VI-~~ Said actions may be taken by regular mail or by electronic communications with regular mail available for those who do not wish to use electronic communications methods to vote. All votes of the Members shall be by secret ballot.

ARTICLE VI

BOARD OF DIRECTORS

SECTION I ~~B~~- MANAGEMENT OF THE CORPORATION

The ~~e~~Corporation shall be managed by the Board of Directors which shall consist of the number of Directors prescribed by the Certificate of Incorporation or any amendment thereto. All Members of the Board of Directors must be Members of the Corporation. In no event shall there be less than ~~[deleted by amendment "three (3)" and added nine (9)]~~ nine (9) nor more than twelve (12) ~~d~~ Directors.

SECTION II ~~B~~- ELECTION AND TERM OF DIRECTORS

At each [added by amendment "alternate"] alternatea) The Secretary shall cause a notice to be mailed to all Members of the Corporation at least fifty (50) days before the scheduled date of such meeting, advising the Members that there will be an annual meeting of the regular members, the membership shall elect at which time there will be an election for the Board of Directors. Said notice shall state that all nominations for proposed candidates to the Board of Directors who shall hold office [added by amendment "for two (2) years"] for two years, until the next annual meeting.

and all biographical information to be distributed to Members by the Corporation with the ballot, must be received by the Corporation no later than twenty-one (21) days prior to the annual membership meeting. No later than twenty-one (21) days prior to the annual membership

meeting, the Secretary shall cause the ballot listing all nominees and all biographical information received to be mailed to all Members of the Corporation, as they appear in the Corporation's membership rolls. Thereafter, there will be no further nominations and no further modified amended ballots sent to the Members, although Members will be permitted to write in the name of candidates on their ballots up until the submission of ballots at the annual membership meeting. All voting shall be by secret ballot.

b) The Directors shall be divided into three (3) classes of three (3) Members each. After the initial implementation period, each Director shall serve for three (3) years.

c) In order to implement this change, at the time of the next election of Directors after this Amendment is passed (projected to be October 2010), all candidates for the Board of Directors shall run for an undesignated term of years. After said election, the members of the Board of Directors shall draw lots to determine who shall serve for a three-year, a two-year or for a one-year term.

d) Each Director shall hold office until the expiration of the term for which he was elected and until his successor has been duly elected and shall have qualified, or until his prior resignation or removal.

SECTION III ~~4~~ INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of Directors may be increased or decreased by amendment of the By-Laws. No decrease in the number of Directors shall shorten the term of any incumbent Director.

SECTION IV ~~4~~ NEWLY CREATED DIRECTORSHIPS AND VACANCIES

a) na) Newly created Directorships resulting from an increase in the number of Directors occurring in the Board of Directors shall be filled by a vote of the majority of the regular mMembers, unless otherwise provided in the Certificate of Incorporation.

b) vb) Vacancies occurring by reason of the resignation, death or removal of Directors without cause a Director shall be filled by vote of the regular members. A Director elected to fill a vacancy caused by resignation, death or removal Board of Directors and shall be elected to hold office for the unexpired term of his predecessor. Vacancies in the four regional directorships shall be filled by a regular member from that region.

SECTION V ~~4~~ the vacating Director.

SECTION V - REMOVAL OF DIRECTORS

Any or all of the Directors may be removed for cause by vote of the ~~regular m~~Members or by action of the Board. Directors may be removed without cause only by vote of the ~~regular m~~Members.

SECTION VI ~~b~~- RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the ~~e~~Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION VII ~~b~~- QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

SECTION VIII ~~b~~- ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum present at such time, shall be the act of the ~~b~~Board. Each Director present shall have one vote.

SECTION IX ~~b~~- PLACE AND TIME OF BOARD MEETINGS

Except as otherwise set forth in ~~SECTION~~Section X of ~~this article~~the By Laws, the Board may hold its meetings at the office of the ~~e~~Corporation or at such other places either within or without the State, and at such times as it may from time to time determine. There shall be minutes kept of all meetings of the Board of Directors which shall be available at the annual meeting or upon request of any ~~m~~Member.

SECTION X ~~b~~- REGULAR ANNUAL MEETING

A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the ~~regular m~~Members at the place of such annual meeting of ~~regular m~~Members.

SECTION XI ~~b~~- NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS, _____ _____ ADJOURNMENT

a) _____ ~~regular~~ ADJOURNMENT

a) Regular meetings of the Board of Directors may be held without notice, if the time and place of such regular meetings ~~is~~are fixed by the Board. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days ~~of~~ notice to each Director either personally or by mail, fax or by ~~wire~~; se-mail or other electronic communications. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Directors.

b) ~~ab)~~ A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors ~~who were absent at the time of the adjournment and unless such time and place are announced at the meeting, to the other Directors.~~

SECTION XII - CHAIRPERSON ~~OF BOARD AND RESPONSIBILITIES.~~

~~a) at the annual meeting of the Board of Directors, they shall choose a chairperson from among their members. If the chairperson vacates the position of chairperson for any reason during the year, he shall be replaced by the Board.~~

 At all meetings of the Board of Directors the President, or if not in attendance, a Vice President or a chairperson chosen by the Board shall preside.

~~b) the chairperson~~

SECTION XIII - DEFINITIONS

Where the word Board appears in those By-Laws, it shall be deemed to mean the Board of Directors and the "entire Board" shall mean the total number of Directors entitled to vote which the Corporation would have if there were no vacancies.

SECTION XIV - INITIATION OF LEGAL ACTION

The Board may institute appropriate legal proceedings on behalf of the Corporation and/or its Members only upon a majority approval of the Members of the Corporation.

ARTICLE VII

OFFICERS

SECTION I - OFFICES, ELECTION, TERM

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The Board may elect a President, one or more Vice- Presidents, a Secretary, and a Treasurer. Said officers shall have such duties, powers and functions as herein provided. All

officers shall be elected to hold office until the annual meeting of the Board. Each officer shall hold office for the term ~~for which he is~~ elected and until ~~his or her~~ successor has been elected and takes office. Each officer must be a ~~regular m~~Member of the ~~corporation~~Board of Directors.

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SECTION II – REMOVAL, RESIGNATION, VACANCY

Any officer elected by the Board of Directors may be removed by the Board with or without cause. In the event of death, resignation or removal of an officer the Board shall in its discretion, appoint a successor to fill the unexpired term no later than thirty (30) days after the vacancy in question occurs.

SECTION III – PRESIDENT

a) The President shall be the Chief Executive Officer of the Corporation, shall preside at all Membership and Board meetings, shall be responsible for the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

b) The President shall have custody of the ~~c~~Corporate seal and shall affix and attest same to documents when duly authorized by the Board of Directors. ~~H~~The President shall also have custody of all other ~~c~~Corporate documents.

SECTION XIII – DEFINITIONS

~~Where the word Board appears in those By-Laws, it shall be deemed to mean the Board of Directors and the “entire Board” shall mean the total number of Directors entitled to vote which the corporation would have if there were no vacancies.~~

SECTION XIV – INITIATION OF LEGAL ACTION

~~The Board may institute appropriate legal proceedings on behalf of the corporation and / or its members only upon a majority approval of the regular members of the corporation.~~

ARTICLE VII – OFFICERS

SECTION I – OFFICES, ELECTION, TERM

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SECTION II – REMOVAL, RESIGNATION, VACANCY

Any officer elected by the Board may be removed by the Board with or without cause, in the event of death, resignation or removal of an officer the Board shall in its discretion, appoint a successor to fill the unexpired term no later than two weeks after the vacancy in question occurs.

SECTION III – PRESIDENT

The President shall be the Chief Executive Officer of the Corporation; shall preside at all meetings except those of the Board; shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

SECTION IV – VICE- PRESIDENTS

During the absence or disability of the President, the first Vice-President shall have all the power and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

SECTION V – TREASURER

The Treasurer shall have the care and custody of all the funds and securities of the Corporation; and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board of Directors may approve. The Treasurer together with one additional officer of the Corporation designated by the Board of Directors, shall sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and approved by the President. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director of the Corporation upon application. At the end of each corporate year calendar quarter the Treasurer shall present quarterly reports setting forth in full the financial conditions of the Corporation to the Board of Directors for their approval. At the annual meeting, the Treasurer shall present an annual report setting forth in full the financial conditions of the Corporation to the Board of Directors and to the membership for their approval. He / she shall also present the annual report to the regular membership at the annual meeting. There shall be an annual audit of the books of the Corporation by the Board of Directors.

SECTION VI – ACTING TREASURER

a) ta) The Board of Directors is empowered to appoint an acting Treasurer from among their number who shall have all the powers of the Treasurer as set forth in these By-Laws in the event of the absence, or disability of the Treasurer, or a vacancy in the office of the Treasurer.

b)

t) The Treasurer and the Acting Treasurer each shall furnish, at the expense of the eCorporation, such bond as may be required by the Board of Directors, to be filed at the office of the eCorporation.

SECTION VII - SECRETARY

The Secretary shall keep the minutes of all Membership and Board meetings ~~except those of the Board of Directors~~. The Secretary shall attend to the giving and serving of all notices of the eCorporation; shall have charge of such books and papers as the President may direct; shall attend to such correspondence as may be assigned; shall perform all the duties incidental to the office; and shall keep a membership roll containing the names, ~~alphabetically arranged~~, of all ~~persons who are m~~Members of the eCorporation, showing their places of permanent residence and the ~~time when~~ ir address in they ~~became members~~ Village of West Hampton Dunes.

SECTION VIII - SURETIES AND BONDS

The Board of Directors may require, at the ~~corporation's~~ Corporation's expense, that the Treasurer ~~and / or and/or~~ any other officer or agent of the eCorporation be bonded to the extent ~~they~~ it may determine.

SECTION IX - CONTRACTS

The President, ~~Chairperson of the Board~~ or other officer, as directed by resolution of the Board, shall sign and execute all contracts with the approval of the Board of Directors.

ARTICLE VIII

COMMITTEES

The Board, in the exercise of its discretion may establish any number of standing or ad hoc committees as it may from time to time deem advisable.

~~Provision is hereby made for the formation of the committees pursuant to N-PCL §712~~

ARTICLE IX

SALARY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

SECTION I - INDEMNIFICATION

The eCorporation shall indemnify any Director, officer or employee or former Director, officer or employee of the eCorporation, against expenses actually and necessarily incurred by ~~him or her~~ said Director in connection with the defense of any action, suit or proceeding in which

~~he or she~~ said Director is made a party by reason of being or having been such Director, officer or employee, except in relation to matters at to which ~~he or she~~ the Director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

SECTION II ~~II~~- REIMBURSEMENT

The ~~e~~Corporation may also reimburse any Director, officer or employee or former Director, officer or employee, for the reasonable costs of settlement of any such action, suit or proceeding.

SECTION III ~~III~~- NO LIMITATION

Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Director, officer or employee may be entitled under these By-Laws, agreement, vote, of members or otherwise.

SECTION IV ~~IV~~- SALARY

Unless otherwise provided by action of the memberships, no ~~Director shall receive a salary.~~

~~No~~ officer, employee or other agent of the ~~e~~Corporation shall receive a salary unless same is fixed and determined by resolution passed by the affirmative vote of two-thirds (2/3) of the entire ~~Board~~membership.

ARTICLE X=~~X~~

CONSTRUCTION

If there be any conflict between the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE XI=~~XI~~

AMENDMENTS

These By-Laws may be amended or added to or new By-Laws may be adopted at any duly called regular or special meeting of the ~~Board~~membership, ~~upon~~passed by the affirmative vote of two-thirds (2/3) of the entire membership, provided that notice of the proposed amendments has been inserted in the notice of such meeting.

ARTICLE XII=~~XII~~

RATIFICATION OF THE ~~INITIAL~~AMENDED BY-LAWS

The foregoing ~~initial~~Amended By-Laws were ratified by a vote of not less than two-thirds (2/3) of the initial Directors~~Members~~ of the cCorporation at a meeting on ~~November 18~~October 3, 1983~~2009~~, in the Village of ~~Westhampton~~West Hampton Dunes, County of Suffolk and State of New York.

This ratification is attested to by the ~~signature of (hand-written) Richard D Friedman who was functioning as the presiding officer at the time of the meeting herein described and~~ signatures of Michael Rossi, President, and Kit Perlman, Secretary, who were authorized and empowered to execute this instrument as an act of the ~~entire Board~~Members.

It is therefore resolved on this ~~(hand-written) 2nd~~3rd day of ~~(hand-written) February~~October 2009, 1984 that the above Amended By-Laws become the By-Laws of this cCorporation effective forthwith.

~~(hand-written signature of) Richard D Friedman
Presiding Officer~~

Michael Rossi
President

Certified:

Kit Perlman, Secretary