

SUMMARY BY LAWS of the SALTAIRE CITIZENS ASSOCIATION, INC.

Below is a summary of proposed By Law amendments for your review prior to the December 5th meeting. As always, thank you for your ongoing support. We look forward to hearing your feedback on December 5th.

- Indemnification of Directors and Officers
- Changes where applicable from 2/3 to majority vote
- Change annual meeting, and Director terms to the end of the season.
- Change the number of Directors from 13 to 9.
- Change terms so that three expire each year.
- Change term limits so that the third consecutive term may be allowed by a majority vote of the Board.
- Numerous amendments to clarify intent of the language
- Numerous amendments to simplify procedures

BY-LAWS of the SALTAIRE CITIZENS ASSOCIATION, INC.

DRAFT November 11, 2020

ARTICLE I - Name and Purpose.

- This corporation shall be known as the SALTAIRE CITIZENS ASSOCIATION (SCA), Inc. (“The Corporation”).
- The mission of the Saltaire Citizens Association (SCA) is to enrich the life and to improve the Saltaire community by sponsoring cultural, recreational and educational activities for residents of all ages, funding endeavors that benefit the community, and fostering resident awareness of and participation in civic affairs.

ARTICLE II - Offices.

The principal office of the Corporation shall be in the Village of Saltaire, County of Suffolk, State of New York. The corporation may also have offices elsewhere within this State as the Board of Directors or the business of the Corporation requires.

ARTICLE III – Membership; Dues; Voting.

- Any adult resident of Saltaire, shall be eligible for membership in the Corporation. For purposes of these By-Laws, the term “adult” shall include anyone 21 years of age or over, and the term “resident” shall include any person who, within the relevant membership year of the Corporation, shall own or be an adult member of a family that owns, property listed on the assessment roll of the Village of Saltaire, or shall have leased a house in Saltaire for use as a residence solely for himself/herself and members of his/her family. Multiple memberships per household is allowed.
- Membership in the Corporation shall not be permanent and continuous but shall be for a period of one (1) year commencing annually at 12:01 a.m. EDT on July 1 and terminating at 12:00 midnight EDT on the following June 30.
- Annual dues for membership shall be determined by the Board of Directors, (INSERT and) payable in advance of the commencement of the annual term of membership on July 1. (must be paid in full or such membership application shall be deemed void and the amount tendered returned to the applicant. A resident may join the Corporation during a one-year period of membership but in such case the dues shall be paid in the full annual amount and shall not be pro-rated based on the resident’s date of accession into membership. Membership dues shall not be refundable.
- A membership relating to any family shall include all adult members, and it shall be held in the name of the person designated by the family. Only one (1) vote shall be permitted

per membership, which shall be cast by such designee or by such other adult person within the family authorized by the designee. Proxy votes by other than family members shall not be permitted. The designated member shall be entitled to cast one (1) vote on any question that may come before the membership.

- Voting on all questions before the membership and the Board of Directors shall be oral unless, following a motion made, seconded and passed by a majority vote, A secret ballot can be requested. In cases where a secret ballot is held, the votes cast shall be jointly counted by the Secretary and the person moving the motion for such a ballot. Except as herein specifically provided to the contrary, all questions before the membership or the Board of Directors, or any committee of the Corporation, shall be decided by a majority vote of those present who are eligible to vote.
- Any member may be suspended for a period of time not to exceed the membership term during which such suspension is imposed. Members can be expelled and permanently barred from membership for cause, including but not limited to, violation of any By-Law, non-payment of membership dues in full, conviction for a felony, or for conduct deemed prejudicial to the best interests of the Corporation or community. Such suspension or expulsion shall be determined by a Majority vote of the Board of Directors present at the time such is called, providing that a statement of charges shall have been mailed, return receipt requested, to such member at least ten (10) days prior to such vote, together with a notice of the time and place where the Board of Directors will take action. The member may appear and present a defense.

ARTICLE IV – Annual Meeting, Special Meetings of the Membership and Order of Business.

- There shall be an annual meeting of the members of the Corporation before the end of the season each year, at which the election of members of the Board of Directors, annual reports of officers, directors and committees, and transaction of other business shall occur. Notice of place, date, time and purpose of such meeting, signed by the Secretary, shall be posted on the SCA Bulletin Boards within the Village of Saltaire, placed on the SCA website, and sent via email to current members no less than ten (10) days before and not more than thirty (30) days before the time appointed for such meeting.
- Special meetings of the members may be called by (a) the Chair of the Board of Directors; (b) any four (4) members of the Board; or (c) by any ten (10) members of the Corporation. Notice, including the purpose of the Special Meeting, shall be given to the Secretary and/or Chair, who shall be responsible for notifying the membership of the meeting. Notice for any Special Meeting shall be given as provided for the notice of the Annual Meeting. No business other than that specified in the notice shall be transacted.

- The presence in person of twenty-five (25) members of the Corporation shall be necessary to constitute a quorum for the transaction of any business at any meeting of the membership. In the event a quorum is not present, such meeting may proceed for informational purposes only but no vote or business may be transacted. An Annual Meeting at which a quorum is not present shall be adjourned to some future date, the Secretary shall post notice of such adjournment on the SCA Bulletin Boards within the Village of Saltaire and on the SCA website at least three (3) days before said adjourned date. The Board of Directors shall hold over in office until such meeting can be held. A Special Meeting at which a quorum is not present may be (a) adjourned to a later date in accordance with and subject to the same procedures for adjourning an Annual Meeting, or (b) not rescheduled provided the members at whose behest such Special Meeting had been called decide, at their sole option, to withdraw their call for such meeting. Withdrawal shall not prejudice such members' right to call for such Special Meeting at a later date.
- The order of business at all meetings of the Corporation, and of the Board of Directors, shall be as follows:
 - Quorum count
 - Approval of the minutes
 - Reports of officers and directors
 - Unfinished business
 - New business
 - Election of officers (when applicable)
- The order of business may be altered or suspended by a majority vote of the members present at a meeting. Except as may otherwise be provided, all meetings shall be conducted according to Robert's Rules of Order.

ARTICLE V - Board of Directors.

- The property, affairs, business and government of the Corporation shall be vested in the Board of Directors consisting of nine (9) Directors. The members of the Board of Directors shall, at the conclusion of the meeting at which they are elected, immediately enter upon the performance of their duties and shall continue to serve until their successors take office.
- Directors must be SCA Members each year they hold the position.
- The Board of Directors shall have the power to hold Board meetings at such times and places as it deems proper; to suspend and/or expel members pursuant to Article III, section 8; to appoint committees on particular subjects; to audit bills; to make monetary donations/contributions upon the affirmative vote of majority of Board members in attendance, with such decisions recorded by the Secretary and reported at the next

Membership meeting; to print and circulate documents and publish articles; to carry on correspondence; to employ agents and to execute such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interests and welfare of its members.

- One meeting of the Board of Directors shall be held each month during the months of May, June, July, August and September. The specific date, time and place shall be fixed by the Chair and the Secretary. Any four (4) Directors, may issue a call for a special meeting of the Board of Directors. All meetings during the months of May, June, July, August and September shall be held in Saltaire.
- Five (5) members of the Board of Directors, including at least two (2) officers, shall constitute a quorum for the transaction of business. In the absence of the Chair and Vice Chair, the Directors present shall choose a Chair of the meeting.
- The Board of Directors shall designate no fewer than two (2) Directors, in addition to the Treasurer, as signatories on all bank accounts and other financial instruments of the Corporation, one of whom shall be the Chair and the other two (2) Directors.
- The number of Directors may be increased or decreased solely by vote of the membership at the Annual or a Special meeting. Such decrease shall take effect through attrition. No decrease in the number of Directors shall shorten the term of any incumbent Director.
- Any Director may be suspended from his/her office for a period of time, or expelled from the Board of Directors, for cause, such as a violation of any By-Law, non-payment of membership dues in full prior to July 1 in any year, or for conduct deemed prejudicial to the best interests of the Corporation or community. Such suspension or expulsion shall be determined by a majority vote of the Board of Directors present at the time such action is called, provided that a statement of charges shall have been made available to such Director at least ten (10) days prior to such vote, together with a notice of the time and place where the Board of Directors will take action, at which time the member may appear and present a defense. Suspension or expulsion of a Director from his/her office shall not be deemed a suspension or expulsion of said Director from membership in the Corporation, as provided by Article III, Section 8 hereinabove. However, suspension or expulsion of a Director as a member under said Section shall automatically terminate such Director's membership on the Board of Directors. If suspended, such Director shall not resume his/her office upon the completion of his/her period of suspension. A vacancy on the Board of Directors caused by the suspension or expulsion of a Director shall be filled in accordance with the procedures set forth by these By-Laws.

ARTICLE VI – Election of Directors; vacancies.

- At each Annual Meeting, a number of Directors equal to the number whose terms are expiring shall be elected for a three-year term by majority vote of members present. Directors' terms shall be staggered so that three terms complete each year. Members of the Board of Directors shall be eligible for election to no more than two (2) consecutive three-year terms. A third, three (3) year term may be allowed with a two third majority of the board of directors. No incumbent Mayor or Trustee of the Village of Saltaire shall be eligible to serve on the Board of Directors.
- If a Director resigns mid-term they will be replaced at the next annual meeting unless a Special Meeting is called pursuant to Article IV, section 2. The next Director will be elected by majority vote of members present.
- Any Member wishing to be considered for the position of Director needs to notify the Secretary no later than seven (7) days prior to the election.
- The Secretary shall notify the membership of all candidates for office no later than seven (7) days prior to the election.
- Election of Directors. The Secretary shall conduct the election of Directors. Nominations from the floor shall not be permitted. If contested the vote shall be taken via a secret written ballot, containing the names of all candidates prepared by the Secretary in advance and distributed to those members present and voting. The Secretary shall count the completed ballots in private and shall report the results to the meeting. The four (4) candidates with the highest vote totals will be deemed elected. In case of a tie for fourth place, a run-off vote will be held by secret written ballot. In the case of a second tie, the Secretary shall determine the winner by means of a coin toss conducted in public. In the event that the necessary number of members is not present, or if there are too few candidates for the number of Directors' offices at stake, a Special Meeting shall be called within one (1) month to elect the Directors still required. Such a special election shall be held in accordance with the same procedures as provided herein. The Directors whose terms had expired shall not hold over in office pending such special election. If the Secretary is up for election then another Officer, not up for election, shall serve in his or her place.
- At a special meeting held immediately after the Annual Meeting, the newly elected members of the Board, together with the continuing members of the Board, shall elect from their number a Chair, a Vice-Chair, a Secretary and a Treasurer. Nominations for each office shall be made orally and be noted by the Secretary, who shall then read the nominations for each office separately and in turn, ask for a second, and conduct the vote. If contested, a vote shall be taken by secret written ballot if there is more than one candidate. In case of a tie, the same procedures for breaking a tie as is used in the election of Directors shall be followed. The term of all officers shall be one (1) year,

commencing at the end of each Annual Meeting and terminating at the end of the next Annual Meeting. Officers shall not serve more than three (3) one-year terms in any one office.

ARTICLE VII – Officers.

- The officers of the Corporation shall be a Chair, Vice-Chair, Secretary and Treasurer, who shall be elected by the Board of Directors as hereinabove provided.
- The duties and power of said officers shall be as follows:
 - **Chair.**
Shall preside at all meetings of the members and of the Board of Directors. The Chair shall have general supervision of the affairs of the Corporation, maintain the administrative files and provide leadership in a collaborative and inclusive manner in order to promote the goals and mission of the Corporation. The Chair shall keep the Board of Directors fully informed of all the activities of the Corporation.
 - **Vice-Chair.**
Shall have such powers and duties as may be assigned by the Board of Directors. The Vice-Chair shall work closely with the Chair and, in the absence of the Chair, the Vice-Chair shall perform the duties of the Chair.
 - **Secretary.**
Shall schedule and give notice of, and attend all meetings of the Corporation; be responsible for taking quorum counts; keep a record of the proceedings and distribute such minutes to the Board; conduct written correspondence as directed by the Chair and the Corporation and devote his/her efforts to forwarding the business, and advancing the interests, of the Corporation. The Secretary shall be the keeper of the Seal of the Corporation.
 - **Treasurer.**
Shall keep an account of all monies received and expended for the use of the Corporation. The treasurer shall make disbursements only after approval by the Board of Directors, except that expenditures of less than five hundred dollars (\$500) may be made prior to such approval but must be reported to the Board of Directors at the next meeting; deposit all funds of the Corporation into such bank(s) as the Board of Directors shall direct and make a report thereon at the Annual Meeting. Funds may be withdrawn upon the signature of the Treasurer or of any duly authorized officers of the Corporation, and no bond shall be required unless required by the Board of Directors. The Treasurer shall account for all monies based on a calendar year, and shall ensure that all required filings

are made with Federal, state and local governments in order that the SCA may retain its not-for-profit status.

- The Officers and Directors of the Corporation shall serve without compensation, except that reasonable compensation may be paid to any individual, including professional providers such as accountants or attorneys, who perform or assist in the functions of the Secretary or Treasurer as directed by the Board, and who is not a member of the Board of Directors, though such person may or may not be a member of the Corporation. Directors and members may be reimbursed for expenses incurred on behalf of the Corporation, upon presentation to the Treasurer of receipts for any such expenses.
- If a Director or Officer of the Corporation is made a party to any civil or criminal action or proceeding in any matter arising from the competent performance of his/her duties for or on behalf of the Corporation, then, to the full extent permitted by law, the Corporation, upon affirmative vote of the Board of Directors, a quorum being present at the time of the vote, who are not parties to the action or proceeding, shall indemnify such Director or Officer for all sums paid by him/her in the way of judgment(s), fine(s), amount(s) paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action and proceeding, or appeal therein; to which end the Corporation shall at all times maintain Directors and Officers Liability Insurance in such amounts as the Board of Directors shall annually determine to be sufficient to cover all reasonable costs and liabilities.

ARTICLE VIII - Seal of the Corporation.

The seal of the Corporation shall be as indicated in the following impression:

ARTICLE IX – Amendments.

The by-laws of the Corporation may be amended or modified, in whole or in part, by the vote of majority of the members present at the meeting at which such action is called, provided that the proposed amendments are (a) first submitted to the Board of Directors for review and comment not less than ten(10) days prior to the meeting at which such amendments are to be voted on, and to the members by being posted on the SCA Bulletin Boards within the Village of Saltaire and by posting on the SCA website, at least five (5) days prior to the meeting when such an amendment is to be presented.

ARTICLE X – Construction.

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