

WESTERN GARDEN CITY
PROPERTY OWNERS' ASSOCIATION, INC.

GARDEN CITY, NEW YORK

CONSTITUTION AND BY-LAWS

(As amended, January 2017)

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ARTICLE 1. NAME

SECTION 1.1 – NAME

The name of this Association shall be Western Garden City Property Owners Association, Inc., hereinafter referred to as “Association” or “WPOA”.

SECTION 1.2 – ADDRESS

The address of the Association is Post Office Box 7976, Garden City, New York 11530

SECTION 1.3 – BOUNDARIES

The Association is bordered on the north by the main line of the LIRR, on the east by the west side of Tanners Pond and Edgemere Roads, on the south by Cambridge Avenue and on the west by Jefferson Street.

SECTION 1.4 – COMMUNICATION

Communication with residents shall be facilitated through regular mail, electronic mail, and social media, including Facebook, LinkedIn and other accounts approved by the Board of Directors in the interest of promoting the WPOA.

ARTICLE 2. OBJECT

SECTION 2.1 – PURPOSE

- (a) To secure harmony, friendliness and friendship among the neighbors, residents and property owners of our community.
- (b) To encourage better landscapes, flower beds and beautification of grounds.
- (c) To prevent and abate any and all nuisances about the homes or property of its residents by moral persuasion or by any legal process.
- (d) To maintain and uphold the Zoning Ordinance adopted by the Trustees of the Incorporated Village of Garden City and such restrictions as are set forth in deeds of record in the County Clerk's Office in the County of Nassau.
- (e) To maintain cleaner, safer and better roads and lighting.
- (f) To secure adequate police and fire protection and school facilities.
- (g) To do any and all things necessary to promote the general welfare and provide civic betterment for the members, their families and property.
- (h) To sponsor a caucus, or other meetings of qualified electors of Western Garden City, when requested by the Board of Trustees and required for the purpose of nominating candidates for Village office, under the provisions of the Community Agreement, as implemented by Article 8.1 of the By-Laws.

SECTION 2.2 – CONDUCT

Officers and Directors of the Board shall in their discretion and ability, when acting within an official capacity, act for the benefit of and in the best interests of the residents of the Western Section of Garden City. If a Board Member is found not to be performing his duties, or is otherwise engaged in improper behavior, then his seat on the Board may be declared vacant by a two-thirds majority vote of the full Board, and the President may forthwith proceed to fill the vacancy in accordance with Section 4.5 and 4.6 herein. This organization shall in no way be used for political purposes or for the promotion of any fraternal organization.

ARTICLE 3. DEFINITIONS

SECTION 3.1 “ASSOCIATION”

The “Association” is that not-for-profit corporation, established on June 1925 under the laws of the State of New York, membership in which is restricted to owners of real property in or residents of the Western Section of Garden City, as defined in the By-Laws, Art. 1, Sec. 1.3.

SECTION 3.2 “BOARD OF DIRECTORS”

The Board of Directors of the Association consists of the officers and the directors, each director being assigned to a committee [the list of committees appears in Article 8 of the By-Laws.] The Board of Directors is the governing body, and each member has one vote on any business conducted by the Board.

SECTION 3.3 “RESIDENT”

“Resident” is any person over the age of eighteen (18) years who maintains his principal residence in Western Garden City. All residents are considered “members” by virtue of their residency in the Western Section.

SECTION 3.4 “OWNER” OR “TENANT”

“Owner” or “Tenant” means any legal person or natural person over the age of eighteen (18) years holding title to any real property in the Western Section.

SECTION 3.5 “VOTING MEMBER”

A “Voting Member” is a dues-paying member who is eligible to vote on any issue before the general membership and to serve on the Association’s Nominating Committees. All residents of the Western section, as described in 3.3 and 3.4, are eligible to vote for candidates for Village Board or School Board trustee, and officers and directors of the Association.

SECTION 3.6 “STEWART MANOR RESIDENT”

“Stewart Manor Resident” is a person who lives in Stewart Manor, but is a constituent of the Garden City Union Free School District, “Garden City Public Schools,” and pays school taxes to that district.

SECTION 3.7 “REGULAR MEETINGS”

“Regular Meetings” are defined as the September, November, January, and April Meetings.

SECTION 3.8 “SPECIAL MEETINGS”

“Special Meetings” are defined as any meeting called by the President, the Board or by written petition.

SECTION 3.9 “DIRECTORS’ MEETING”

“Directors’ Meetings” are defined as those meetings of the WPOA Officers and Board of Directors, in collaboration with the Western Section Village Board Elected Officials (Trustees) and Appointed Officials, that is, those Western Section residents serving as volunteers on Village Boards and Commissions, as well as the Water Authority of Western Nassau County.

SECTION 3.10 “ANNUAL RESIDENT ELECTORS MEETING

At the Annual Resident-Electors Meeting, which takes place prior to the January regular meeting, residents vote for candidates for Village and School Board trustees.

SECTION 3.11 “ANNUAL MEETING”

At the “Annual Meeting,” which takes place prior to the April regular meeting, the residents in attendance will vote to elect officers and directors of the Association.

SECTION 3.12 “RESIDENT ELECTOR”

“Resident Elector” shall mean any resident of Western Garden City then eligible to register to vote in any applicable School or Village election.

SECTION 3.13 “TRUSTEE”

“Trustee” means a trustee of the Village or School District as determined in accordance with the “Community Agreement” and the “Unified Procedure for the Designation of Nominees for Village and School District Offices” of the Village.

SECTION 3.14 “VILLAGE”

“Village” refers to the Incorporated Village of Garden City, New York.

SECTION 3.15 “CLARIFICATION”

“He” or “his” or “him” refers to both the masculine and feminine genders.

ARTICLE 4. MEMBERSHIP

SECTION 4.1 - GARDEN CITY RESIDENT

Any resident of legal age who is an owner or tenant of real property or resident in the section known as Western Garden City, which includes all territory west of the centerline of Tanners Pond Road and Edgemere Road is eligible for membership, one (1) regular membership to include spouses who are joint tenants or owners, but in no case shall the number exceed two (2) persons to a Regular membership. Each of the two (2) persons shall be entitled to one (1) vote. Additional persons of legal voting age living in the residence shall be entitled to one (1) vote, upon payment of his annual Individual membership dues.

SECTION 4.2 – VOTING PRIVILEGES

Only dues-paying members may vote on items brought before the General Membership, with the exception of voting for Village Trustee and School Board Trustee.

SECTION 4.3 - STEWART MANOR RESIDENT

Any person who is a resident or owner of real property located in Stewart Manor on which school taxes are payable to the Garden City Public Schools is eligible for associate membership and shall have equal rights with regular members on school matters only.

ARTICLE 5. OFFICERS AND DIRECTORS

SECTION 5.1- MEMBERS

All members of the Board of Directors and Officers shall be dues-paying members of the Association.

SECTION 5.2 - POWER OF BOARD

The Board of Directors shall have full charge and control of the affairs of the Association between meetings of the Association.

SECTION 5.3 - COMPOSITION

There shall be fifteen (15) members of the Board of Directors, including four (4) officers. The officers include a President, Vice-President, Secretary and Treasurer.

All Officers and the elected members of the Board of Directors shall serve until their successors are elected.

SECTION 5.4 - ANNUAL ELECTION

At the Annual Meeting of the Association, there shall be filled by election of the members, by a majority vote of those members in good standing present and voting, all vacancies occurring by expiration of term then existing on the Board of Directors and among the Officers. The new Directors will hold office for three (3) years and the new Officers will hold office for one (1) year.

SECTION 5.5 - VACANCY

All vacancies which may occur on the Board of Directors or among the Officers before the expiration of their terms may be filled by the remaining members of the Board of Directors, by a majority vote of those present and voting at a Directors Meeting, to hold office until the next subsequent Annual Meeting of the Association when their successors shall be elected for the unexpired term. In the event of an Officer's temporary inability to perform his duties, the President may appoint a substitute, subject to the approval of a majority of those present and voting at the next scheduled Directors Meeting.

SECTION 5.6 - OFFICER VACANCY

Election of a Board Member to fill a vacancy among the Officers creates a vacancy on the Board.

SECTION 5.7 - TERM LIMIT

The President, Vice-President, Secretary and Treasurer shall hold office for one (1) year. No person shall be elected to the office of President for more than two (2) consecutive terms unless no other applications are received. The officers shall by virtue of their election be members of the Board of Directors.

No Director shall be eligible for re-nomination after servicing three (3) consecutive full three (3) year terms unless no other applications are received. Service as an elected Officer shall not be considered part of such consecutive services.

SECTION 5.8 - ATTENDANCE

Attendance at meetings by Officers and Directors of the Board being necessary to the proper functioning thereof; should any Officer or Directors absent themselves from eight (8) or more General or Director meetings within anyone (1) year period or from three (3) consecutive such meetings, without notifying the President or Secretary stating his reason for so doing, or if his stated reason(s) should not be accepted by the Board, then his seat on the Board may be declared vacant by a two-thirds majority vote of the full Board and the President may forthwith proceed to fill the vacancy in accordance with Section 5.5 and 5.6 herein.

SECTION 5.9 - PUBLIC STATEMENT

Only the President or President's designee may issue a public statement or otherwise publicly represent the WPOA's official position on an issue acted upon by the Board of Directors or the Association's general membership.

SECTION 5.10 - OFFICIAL POSITION PAPER

Whenever deemed necessary by the President or a majority of the Directors, the Correspondence Committee shall draft an official position paper which accurately reflects the Directors' consensus of opinion on an issue about which the Board of Directors has taken official action. Said position paper shall be an addendum to the minutes and must at a minimum include a concise statement of the issue, the verbatim text of the motion, a characterization of the majority opinion and the vote on the question. As soon as possible a summary of said "Official WPOA Position Paper" shall be communicated as per section 1.4.

SECTION 5.11 - PUBLIC STATEMENT, NO OFFICIAL POSITION PAPER

Should the President or President's designee contemplate a public statement in the absence of an "Official WPOA Position Paper" or other official action of the Association's Board of Directors, he must gain a majority vote from the Board of Directors endorsing the proposed statement prior to its being made public. In the absence of a timely meeting, the President or President's designee shall obtain a majority endorsement of the Board of Directors (8 votes) verbally by telephone contact, or by e-mail or other electronic means, and shall record the names of the individuals contacted and the vote to be recorded at the next Directors' Meeting.

SECTION 5.12 - PUBLIC STATEMENT, PRIVATE CITIZENSHIP

When any Officer of Director wishes to publicly express his personal opinion about a Village issue involving WPOA interests, he shall clearly indicate to his audience that in this instance he are not speaking in his official capacity as a representative of the WPOA.

ARTICLE 6. DUTIES OF OFFICERS

SECTION 6.1 - PRESIDENT

The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the Association and of its Board of Directors and shall be an ex-officio member of all committees, excepting the Finance Committee. As soon as possible after he has been officially made aware of a Western Section or Village-wide issue, he must have the Board of the WPOA debate said issue. Any official action on the issue must be as a result of a motion carried by a simple majority at a meeting at which a quorum is present.

SECTION 6.2 - VICE PRESIDENT SUCCESSION

In the absence or disability of the President, the Vice-President shall perform his duties and exercise his powers.

SECTION 6.3 - TREASURER/SECRETARY SUCCESSION

In the event of the absence or disability of both the President and Vice President, the Treasurer or Secretary, in the order named, shall perform the President's duties and exercise his powers.

SECTION 6.4 - SECRETARY

The Secretary shall keep a record of the proceedings of all meetings of the Association and of the Board of Directors and of other matters where a record shall be ordered. He must state in the Association's minutes the verbatim text of a motion and the vote on the question. He shall notify the Officers and all members of Committees of their election or appointment and shall issue notice of all meetings. He shall conduct, with the concurrence of the President, all the correspondence of the Association not assigned to committees. The Secretary shall be chairman of the Correspondence Committee consisting of the Secretary and the Director of Correspondence, Legislation, and Historian.

SECTION 6.5 - TREASURER

The Treasurer shall keep at all times a complete roll of the members and shall collect and, under the direction of the Association or the Board of Directors, disburse all funds of the Association. He shall keep regular accounts which shall be open at all times to the inspection of any Officer or members of the Board of Directors. He shall report in writing at each meeting of the Association and of the Board of Directors, the balance of money on hand and any appropriations which may affect disbursements for the preceding year and all outstanding obligations of the Association. The Treasurer shall be an ex-officio member of the Membership Committee.

ARTICLE 7. MEETINGS

SECTION 7.1 - GENERAL MEETINGS

Regular meetings of the Association shall be held on the third Tuesday in January; two (2) weeks after this meeting, if a run-off election is necessary for Village or School Board trustee, and on the third Tuesday of April, September and November in each year, except as otherwise, from time-to-time, decided by the Board of Directors.

SECTION 7.2 - ANNUAL MEETING

The April meeting shall be the annual meeting.

SECTION 7.3 - SPECIAL MEETINGS

Special meetings of the Association may be called at any time by the President at his discretion, on not less than three (3) days' notice and must be called by the President within ten (10) days upon written application signed by fifty (50) members; or by a resolution of the Board of Directors.

SECTION 7.4 - DIRECTORS' MEETINGS

The Board of Directors shall hold regular meetings monthly on the call of the President, or in his absence or disability, by the Vice-President.

SECTION 7.5 - QUORUM FOR DIRECTORS' MEETINGS

At all meetings of the Board of Directors, eight (8) Directors, including Officers, shall constitute a quorum.

SECTION 7.6 - QUORUM FOR GENERAL MEETING

At all meetings of the Association, twenty (20) members shall constitute a quorum.

SECTION 7.7 - EXECUTIVE SESSION

At any time during a pending meeting other than a General Meeting any Officer or Director may seek to continue the meeting in an executive session. Upon a majority vote in support thereof, the Board shall exclude from the meeting all persons present who are not Officers or Directors if deemed necessary to preserve the privacy of any person or confidential issue, including but not limited to any official nomination, proposed revision to the Constitution and By-Laws or legal matter.

SECTION 7.8 - PROXY

Any Officer or Director may voluntarily provide the President or President's designee with a proxy to vote on any matter before the Board of Directors, other than questionable conduct or attendance as referenced in Section 2.2 and 5.8. Except as noted herein no Officer or Director may claim or use the proxy of any other voting member of the Board of Directors.

ARTICLE 8. NOMINATING COMMITTEE

8.1 - NOMINATING COMMITTEE FOR VILLAGE AND SCHOOL BOARD TRUSTEES

At the regular meeting held in September, there shall be formed a committee to be known as the Nominating Committee for Village and School Board Trustee, to consist of seven (7) resident-electors of the Western Section. Five (5) members of this committee shall constitute a quorum.

Whenever a resident-electors within the School District is selected who is not a resident-electors of the Village, the committee shall be increased by two (2) to nine (9) members, both new members of whom are resident-electors of both the School District and the Village. In this case, seven (7) members of this committee shall constitute a quorum. All members of this committee shall be dues-paying members of the Association.

Thereafter, the duties of the Nominating Committee for Village and School Board Trustees shall be specified in the WPOA Nominating Committee Procedures.

SECTION 8.2 - NOMINATING COMMITTEE FOR BOARD OF DIRECTORS

At the Electors Meeting in January, there shall be formed a committee to be known as the Nominating Committee for the Board of Directors to consist of seven (7) Voting members of the

Association at least three (3) of whom shall be other than members of the Board of Directors, honorary directors and appointed and elected officials of the Village and School District. Five (5) members of this committee shall constitute a quorum. All members of this committee shall be dues-paying members of the Association.

If the membership of the Nominating Committee for Village and School Board Trustees is consistent with the criteria for the Nominating Committee for Board of Directors, that committee may continue and nominate candidates for officers and directors.

Thereafter, the duties of the Nominating Committee for the Board of Directors shall be specified in the WPOA Nominating Committee Procedures.

ARTICLE 9. COMMITTEES

SECTION 9.1 - REGULAR

The following committees, under the leadership of a director, are to be appointed by the President and shall hold office until the next annual meeting or until replaced by the President.

1. Building and Zoning
2. Public Utilities and Transportation
3. Finances and Taxes
4. Membership
5. Parks and Landscaping
6. Police, Fire and Safety
7. Programs, Publicity and Business Liaison
8. Recreation and Playgrounds
9. Schools
10. Correspondence, Legislation and Historian
11. Public Works

SECTION 9.2 - SPECIAL

The President may appoint special committees from time to time as required.

SECTION 9.3 - FINANCE

Neither the President, Vice-President, nor Treasurer shall be a member of the Finance Committee, which shall meet at least annually and audit the accounts of the Treasurer during the 30-day period preceding each annual meeting and present its report at said meeting.

ARTICLE 10. ELECTION OF MEMBERS

SECTION 10.1 - APPLICATION

An application for membership shall be proposed by the Chairperson of the Membership Committee and upon payment of dues, the applicant becomes a member of the Association.

ARTICLE 11. CONDUCT OF MEETING

SECTION 11.1 -- ORDER OF BUSINESS

At all regular meetings of the Association and the Board of Directors, the following order of business shall be observed:

1. Salute of Flag
2. Reading of Minutes
3. Reports of Officers
4. Reports of Directors and Committees
5. Reports of Elected and Appointed Officials of the Village and School District
6. Unfinished Business
7. New Business
8. Adjournment

SECTION 11.2 - ROBERTS RULES OF ORDER

The rules contained in Robert's Rules of Order, Revised, shall govern the Association and Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the Constitution and the By-Laws.

ARTICLE 12. DUES

SECTION 12.1 - AMOUNT

Regular, Individual, and Associate membership dues shall be in such annual amount as shall from time to time be fixed by the Board of Directors and shall be payable by December 31st. The dues of associate members and individual members shall be that of regular members.

SECTION 12.2 - MEMBERSHIP YEAR

Membership dues shall cover the fiscal year beginning January 1- and ending December 31 of the same calendar year.

SECTION 12.3 - SUSPENSION OF MEMBER

Any member of the Association who has failed to pay annual dues by March 31st of the current fiscal year shall be suspended from all voting privileges of the Association.

Any such suspended member shall be reinstated after payment of dues in full during the fiscal year of suspension. Failure to pay the dues within fiscal year shall result in loss of membership. Membership may be regained by reapplying as a new member.

ARTICLE 13. FISCAL YEAR

SECTION 13.1- TERM

The fiscal year shall end of the 31st day of December each year.

ARTICLE 14. CHECKS

SECTION 14.1 APPROVAL

All checks must be signed by any one of the following: Treasurer, President or Vice President.

SECTION 14.2 - EXPENSE LIMITS

The Association shall not be committed to any expense other than printing or mailings of notices or other actions as required by the Constitution and By-Laws in excess of \$250.00 except on specific approval of a majority of the Board of Directors.

ARTICLE 15. AMENDMENTS

SECTION 15.1 - REQUIREMENTS

The Constitution and By-Laws may be amended at any meeting of the Association by a two-thirds vote of the members present and voting, provided the proposed amendment has been placed before the members at the preceding meeting of the Association. Notice that action is to be taken concerning amendment of the Constitution and By-Laws shall be given by the Secretary in the notice of the meeting at which said amendments are to be voted upon.

Amended:

November 11, 1959
June 10, 1964
April 1971
November 1979
April 12, 1978
September 10, 1981
November 1983
January 1985
January 1990
September 1991
April 1992
November 1995
January 2004
November 2016 (update when by-laws approved)

Summary of changes to By-Laws, (DATE):

- In order to clarify and specify guidelines for elections, these amendments created an addendum for By-Laws entitled “Procedures for WPOA Nominating Committees” which precedes the current Unified Procedure for the Designation of Nominees for Village and School District Offices. This will create a smoother election process, whereby any challenges would have to be declared prior to the January Resident Electors’ Meeting.
- The amended By-Laws also added an article on definitions and eliminated an outdated section on Charter memberships.
- The amended By-Laws provide more opportunity to use social media, and specify membership requirements and voting rights.
- A number of housekeeping items, such as changing WGCPOA to WPOA, reducing quorum for General Meeting to 20 from 35, and changing check signing requirement to one person from two.