

WESTMORELAND ASSOCIATION, INC. - BY-LAWS

As amended August 1, 1988

ARTICLE I - Name and Objects

Sec. 1. NAME AND OBJECTS. This corporation shall be known as the WESTMORELAND ASSOCIATION, INC., and its objects shall be those purposes enumerated in the Certificate of Incorporation filed in the office of the Secretary of State of the State of New York on the 7th day of June, 1924.

ARTICLE II - Membership

Sec. 1. MEMBERSHIP. Membership in the Westmoreland Association, Inc. shall be limited to property owners of the development known as Westmoreland, situated in the Counties of Queens and Nassau, Long Island, New York, who shall automatically become members of the Association by virtue of such ownership therein.

Sec. 2. DUES. The annual dues shall be \$7.50 per calendar year per dwelling due the first meeting of the Association each calendar year. No member shall be entitled to vote who is in arrears in dues to the Association for the current calendar year. Each dwelling shall be entitled to a maximum of two votes regardless of the number of members therein.

ARTICLE III - Funds

Sec. 1. ASSOCIATION FUNDS. The funds of the Westmoreland Association, Inc. shall be deposited in one general account in the name of the Westmoreland Association, Inc. in a depository to be selected by the Board of Directors.

Sec. 2. ESTABLISHMENT OF FUNDS. There is hereby established as funds of the Westmoreland Association, Inc. (a) General Funds and (b) Special Expense Funds and a separate record of the moneys which belong to these two funds shall be kept in the Treasurer's books and accounts shall be opened therefor.

Sec. 3. GENERAL FUND. The General Fund shall consist of all dues collected. The Special Expense Fund shall consist of all funds, other than dues, collected or received by the Association.

Sec. 4. USES OF FUNDS. (a) The General Fund shall be used for the general

purpose of the Westmoreland Association, Inc. and (b) The Special Expense Fund shall be used under the direction of the Board of Directors, for the purpose of paying or contributing to the cost of extraordinary or special expenses incurred or deemed advisable to be incurred, relating to those activities of the Association concerned with the enforcement of existing laws, zoning ordinances and the covenants and restrictions applicable to "Westmoreland".

Sec. 5. APPROPRIATIONS. All resolutions appropriating money from the Special Expense Fund for any purpose, shall be made only upon a majority vote of the Board of Directors at a regular or special meeting thereof.

ARTICLE IV - Officers and Duties

Sec. 1. OFFICERS. The Officers of the organization shall be a President, Vice-President, Secretary and Treasurer.

Sec. 2. PRESIDENT. The President shall preside at all meetings of the organization, performing the usual duties of the Chairman; he shall appoint all Chairman of Standing Committees unless otherwise ordered, and shall also be the Chairman of the Board of Directors.

Sec. 3. VICE-PRESIDENT. The Vice-President shall, in the absence or inability of the President, perform the duties of the President.

Sec. 4. SECRETARY. The Secretary shall be the recording officer of the organization and the custodian of the records. He shall keep the minutes of all meetings and conduct the correspondence.

Sec. 5. TREASURER. The Treasurer shall be the financial officer and have charge of all funds and property of the organization. He shall mail all bills for dues and disburse on order of the Board of Directors.

ARTICLE V - Committees

Sec. 1. STANDING COMMITTEES. The Standing Committees of the Association shall be a Garden and Beautification Committee; Street, Sanitation and Safety Committee; Entertainment Committee; Membership Committee; Zoning and Restriction Committee and a Publicity Committee, the Chairman of which shall be appointed by the President. The Chairmen of each Standing Committee shall, with the approval of the President, select and appoint additional members of their respective Committees.

Sec. 2. GARDEN AND BEAUTIFICATION COMMITTEE. The Garden and Beautification Committee shall consist of such members as shall be designated by the Chairman, and shall formulate and carry into existence plans for the planting, landscaping and beautification of Westmoreland. This Committee shall also be responsible for the conduct of the annual Christmas Decoration Award.

Sec. 3. STREET, SANITATION AND SAFETY COMMITTEE. The Street, Sanitation and Safety Committee shall consist of such members as shall be designated by the Chairman and shall receive all complaints and suggestions pertaining to the streets and roadways in Westmoreland and shall consider, report and make recommendation to the Association concerning the safety of said streets and roads, and the elimination of unsightly and unsanitary conditions of said section.

Sec. 4. ENTERTAINMENT COMMITTEE. The Entertainment Committee shall consist of such members as shall be designated by the Chairman and shall prepare a program of social activity for the members of the association, and after approval by the Board of Directors, shall execute the same.

Sec. 5. MEMBERSHIP COMMITTEE. The Membership Committee shall consist of such members as shall be designated by the Chairman and shall initiate and execute plans for the maintaining and increasing of the membership of the association.

Sec. 6. ZONING AND RESTRICTION COMMITTEE. The Zoning and Restriction Committee shall consist of such members as shall be designated by the Chairman and shall consider and report to the Association for its action relative thereto, any and all matters affecting the covenants and restrictions of record relating to Westmoreland, and the Zoning Ordinances of the Municipalities applicable to said section.

Sec. 7. PUBLICITY COMMITTEE. The Publicity Committee shall consist of such members as shall be designated by the Chairman and shall give to the public and the newspapers, all matters deemed by the Board necessary for publication to further its interests.

Sec. 8. SPECIAL COMMITTEES. Special Committees may be appointed by the President.

ARTICLE VI - Board of Directors

Sec. 1. BOARD OF DIRECTORS. The officers of the Association, Chairman of Standing Committees and such other members of the Association as shall be duly elected to the Board shall constitute the Board of Directors.

Sec. 2. POWERS. The Board of Directors shall supervise, control and manage the affairs and property of the Association. It shall authorize all purchases, contracts and expenditures. It shall have the power to fill vacancies of officers or directors until the annual meeting. It shall report its proceedings at the meetings of the Association.

Sec. 3. MEETINGS. Meetings of the Board of Directors shall be held whenever called by the President.

Sec. 4. QUORUM. A majority of the members of the Board of Directors shall constitute a quorum.

Article VII - Meetings

Sec. 1. REGULAR MEETING. The Meetings of the Association will be held whenever called by the President. The annual meeting of the Association for the election of directors shall be held in March. Notice thereof shall be sent to each member in compliance with the Not-For-Profit Corporation Law.

Sec. 2. SPECIAL MEETINGS. Special Meetings may be called by the President at any time. Notice thereof shall be sent to each member in compliance with the Not-For-Profit Corporation Law.

Sec. 3. QUORUM. The minimum requirements of the Not-For-Profit Corporation Law shall constitute a quorum.

Sec. 4. RULES OF ORDER. Roberts Rules of Order shall govern the meetings of the Association and Board of Directors insofar as applicable.

ARTICLE VIII - Elections

Sec. 1. DIRECTORS. The directors shall be elected at the annual meeting in March of each year, and their respective terms of office shall commence immediately.

Sec. 2. VOTING. The directors shall be elected by a plurality of the votes cast at a meeting of members by the members entitled to vote in the election.

Sec. 3. NOMINATIONS. The President shall appoint a Nominating Committee of at least five members, whose duty it shall be to canvass the membership and to prepare and present a slate of prospective directors to be voted on at the election thereof to be held at said annual meeting in March. Nominations shall also be called for by the President and received from the floor at the annual meeting.

ARTICLE IX - Amendments

Sec. 1. AMENDMENTS. These By-Laws, or any part thereof, may be amended at any meeting of the Association by a vote of two-thirds of those members present eligible to vote, provided written notice of such proposed amendment or amendments shall have been sent to all members of the Association at least ten days in advance of any meeting at which the same are to be submitted to a vote.

ARTICLE X - Seal

Sec. 1. SEAL. The seal of the association shall be as follows: Two concentric circles and between their circumference, the name of the association, and within the inner circle the words "Corporate Seal, New York, 1924."