

# WESTMORELAND ASSOCIATION, INC. - BY-LAWS

Incorporating amendments approved at the September 15, 2014  
General Membership meeting.

## 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 established by the Board of Directors and shall be 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.** All funds collected or received by the Westmoreland Association, Inc. shall be deposited in one or more accounts in the name of the Westmoreland Association, Inc., in a depository to be selected by the Board of Directors.

**Sec. 2. USES OF FUNDS.** The funds of the Westmoreland Association, Inc. shall be used for the purposes of the Association, under the general direction of the Board of Directors, including but not limited to expenditures for the purpose of paying or contributing to the cost enforcement of existing laws, zoning ordinances, property rights, and covenants and restrictions, particularly those applicable to "Westmoreland."

**Sec. 5. APPROPRIATIONS.** All appropriations of money from the funds of the Association exceeding one thousand dollars (\$1,000) 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 Chair; the President shall appoint the Chairs of any *ad hoc* committees that may from time-to-time be created to assist in the conduct of Association business, and shall also be the Chair 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. The Secretary shall keep the minutes of all meetings and prepare and distribute notices of regular and special meetings..

**Sec. 5. TREASURER.** The Treasurer shall be the financial officer and have charge of all funds and property of the organization. The Treasurer shall disburse funds as directed by the Board of Directors; maintain the books of the organization, and report on the status of Association funds at regular and special meetings of the organization.

## **ARTICLE V - Committees.**

**Sec. 1. SPECIAL COMMITTEES.** Special Committees may from time-to-time be appointed by the President to conduct specified business of the Association.

## **ARTICLE VI - Board of Directors**

**Sec. 1. BOARD OF DIRECTORS.** The officers of the Association, 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, or upon request of a majority of the Directors. Reasonable advance notice of the date, time, location and subject of such meetings shall be provided, appropriate to the exigencies of the matter(s) to be discussed.

**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 regular meetings of the Association will be held pursuant to a schedule adopted by the Board of Directors and published to the membership at least six months in advance. At least one such meeting shall be held each calendar year. The annual meeting of the Association for the election of officers and directors shall be held in March. Notice of all meetings 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. OFFICERS AND DIRECTORS.** The officers and 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 officers and 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 may appoint a Nominating Committee of at least three members, whose duty it shall be to canvass the membership and to prepare and present a slate of prospective officers and directors to be voted on at the election thereof to be held at said annual meeting in March; and/or the President may nominate officers and directors. 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."