

CORPORATE BY-LAWS
of the
LAKE PANAMOKA CIVIC ASSOCIATION, INC.

ARTICLE I PURPOSE AND SCOPE

Section 1: The organization shall be known as the Lake Panamoka Civic Association, Inc.

Section 2: The purpose of the Association shall be to protect, maintain and improve community property, obtain and distribute information of interest and importance to its membership, to seek civic improvement and correction of civic abuse, and to promote the best interests of its members.

ARTICLE II MEMBERSHIP

Section 1: Individual/Family Membership shall be open to all property owners or residents of Lake Panamoka as described on maps entitled “Map of Lake Panamoka, Wading River, Town of Brookhaven, Suffolk County, New York” made by William L. Miller, Professional Engineer and Land Surveyor and filed in the office of the Clerk of Suffolk County, who have resided or can demonstrate they will reside at Lake Panamoka for 90 days or longer.

Each Individual/Family Membership shall be entitled to only one vote to be cast in accordance with these by-laws by the official member, listed with the Secretary, or by his or her spouse or in accordance with the procedures for absentee voting as prescribed in this document.

Section 2: Application for membership and membership renewal shall be accompanied by such annual dues as may be established consistent with these by-laws.

Section 3: Annual dues shall become payable on or before March 1 of each year, with a grace period of 60 days.

Section 4: All members in good standing and their resident family members shall be entitled to such benefits as may be made available by the organization including, but not limited to, special admission rates, membership publications, use of civic association property, full voting privileges, the right to hold office, all in accordance with such reasonable rules and regulations as shall be from time to time imposed consistent with the by-laws.

Section 5: A member in good standing shall be one whose dues have been recorded on or before March 1 of the membership year or within the 60-day grade period. Such member shall lose his or her membership privilege until such time as said dues are paid.

Section 6: The Board of Directors may elect an honorary member by a majority vote. Such honorary members shall be exempt from payment of the fee, and shall be entitled to all privileges except the right to vote or hold office.

Section 7: Any member may withdraw by delivering written notice to the Secretary. Any member, by a two-thirds vote of the Board of Directors followed by a two-thirds vote of the General Membership, may be expelled from membership for willful violation of these by-laws, disruptive behavior and/or disregarding the rights of the membership, provided that the subject of proposed expulsion and the Board of Directors are given at least ten days written notice. Any member who resigns or is expelled forfeits all rights conveyed by membership for the balance of the membership year.

Section 8: The membership year and the fiscal year shall be the calendar year.

ARTICLE III GOVERNMENT

- Section 1: The business of this Association shall be managed by its Board of Directors which may exercise all such powers and do all such lawful acts and things as are not by statute or by these by-laws required to be exercised or done by the membership or officers. This authority shall include but not be limited to the establishment of fees, the conduct of events and the development of policy.
- Section 2: The Board of Directors shall consist of 12 directors in addition to 4 officers who shall, at the time of their election and at all times while exercising their authority as herein provided, be members in good standing of the Association. They shall be elected in accordance with Article IV of this instrument.
- Section 3: The officers shall include a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected in accordance with the provisions of Article IV of this instrument. All officers shall automatically be Board Members. Past Presidents who have served two or more consecutive terms shall be invited to become honorary members of the Board of Directors, with full rights to participate in board activities except the right to vote on board matters.
- Section 4: The Board of Directors shall be empowered to conduct the affairs of the Association and appropriate its funds required for the proper operation of the Association and maintenance of all community property under the Association jurisdiction but shall be limited to the expenditure of an amount not exceeding \$2,500.00 for any capital item or items associated therewith. If funds are donated or grants are received this money or monies can be used for the intended purpose and/or purposes. Further, the Board of Directors shall have the sole authority to permit, through its officers and designees, the use of the Association's property to non-members of the association and may establish reasonable rules for the use of association property by members and nonmembers alike.
- Section 5: Any Board of Directors resolution may be reversed by a majority vote at a General or Special Meeting and the Board of Directors shall take no action to interfere with the right of the membership to so impose its will.
- Section 6: Reasonable notice of each monthly Board meeting must be given to each current Officer and Director, and seven members shall constitute a quorum.
- Section 7: Special Board Meetings may be called by the Chairman of the Board upon provision of reasonable notice of such meeting to each officer and director either personally or by mail. Such notice shall indicate the business to be transacted at such meeting and the agenda shall be restricted to such business. Special Board Meetings shall be called by the Chairman of the Board on the written request of 7 directors or combination of directors and officers with reasonable notice given as heretofore stipulated. Nine members shall constitute a quorum.
- Section 8: Any board member who is absent from three unexcused consecutive monthly board meetings shall be subject to summary dismissal from the Board of Directors by a two-thirds vote of the Board.

ARTICLE IV ELECTION

- Section 1: Officers and Directors shall be elected at the Annual Meeting. The candidate receiving a plurality shall be elected.
- Section 2: All officers shall serve one-year terms. All directors shall serve three-year terms. Of the total of 12 directors, 4 shall complete terms each year. Temporary appointments to fill vacancies may be made by the President, subject to approval by the Board of Directors. Temporary appointments shall expire at the next Annual Meeting. All existing vacancies, including those temporarily filled by appointment, shall be filled by election at the next Annual Meeting.
- Section 3: A Nominating Committee composed of three members in good standing, one being a director whose term

is not to expire in the current year, shall be appointed by the President at the July General Meeting. At the August General Meeting, the Nominating Committee shall present a list of candidates running for office.

- Section 4: Nominations for specific terms may also be made from the floor at the August General Meeting. Nominations shall be closed at the August General Meeting.
- Section 5: Officers and Directors shall be elected by those members in good standing present at the Annual Meeting. Elections shall be the first order of business at the Annual Meeting.
- Section 6: In the event of any contest, the President shall appoint an Elections Committee of three members in good standing at the August General Meeting. No members of this committee may be involved in a contest of have been a member of the Nominating Committee. This committee shall be responsible for conducting the elections at the Annual Meeting by secret ballot. Conducting the election entails distributing one ballot to every voting member certified, collecting the ballots, and counting the votes. This committee shall verify the number of voting members present at the Annual Meeting with the Membership Committee prior to distribution of the secret ballots by the Chairperson of the Elections Committee. Upon certification of the voting members, the Elections Committee shall announce said number and the Secretary shall so record. Immediately upon certification of Election, the correct number of secret ballots shall be sealed in an envelope, signed by the Elections Committee and turned over to the Secretary to retain prior to the adjournment of the Annual Meeting.
- Section 7: Persons elected as Officers and Directors of the Association shall assume office immediately upon certification of elections and prior to adjournment of the Annual Meeting.
- Section 8: At the first board meeting following the Annual Meeting, a Board Chairman shall be elected from among the current officers and directors. He or she shall serve a one year term with any occurring vacancy in this position filled in an identical manner at a Board of Directors meeting.

ARTICLE V OFFICERS

- Section 1: The Officers of the Association shall be a President, Vice President, Secretary and a Treasurer. No officer may hold more than one office.
- Section 2: The Officers and Directors of this Association shall serve without compensation. Only one member of a household shall be an Officer or a Director at any one time.
- Section 3: The Officers and Directors shall hold office for their terms as provided in Article IV of this instrument, and until their successors are chosen and qualify in their stead. Any Officer or Director elected or appointed may be removed by a two-thirds vote of the Board of Directors followed by a two-thirds vote of the General Membership for willful violation of these by-laws, disruptive behavior and/or disregarding the rights of membership provided that the subject of the proposed removal and the Board of Directors are given at the least ten days written notice.
- Section 4: The President shall be the executive officer of the Association. He or she shall:
- A. Serve as chairman at all General Meetings and prepare the agenda for such meetings.
 - B. Make all appointments.
 - C. Manage the day-to-day affairs of the Association and shall she that all orders and resolutions of the Board of Directors are carried out.
 - D. Issue such reports to the Board of Directors and General Membership as to allow them to be properly informed concerning Association affairs. This includes but is not limited to the preparation and submission of an annual report to the Membership including written financial statements to be submitted in writing to the Board of Directors on December 31 of each year reflecting completed Association activity for the fiscal year.

- E. Represent the Association or designate such representatives in dealings within the community and without.

- Section 5: The Vice-President in the absence or disability of the President shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe. Upon vacancies in both the offices of President and Vice President, a special General Meeting shall be convened for the exclusive purpose of filling both vacancies. The Chairman of the Board shall preside at such meeting or if absent, a temporary Chairman shall be elected from the General Membership. Such meeting shall follow established rules of order for the conduct of an election.
- Section 6: The Secretary shall keep the minutes of all General and Board Meetings, oversee the maintenance of the Association records, prepare all correspondence and issue all meeting notices. The Secretary shall submit all official correspondence to the President for approval and signature. The Secretary will act as custodian of all records of the Association and shall record all votes taken at Board or General Meetings.
- Section 7: The Treasurer shall have custody of the Association funds and other valuable effects and shall keep full and accurate records and accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depository as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board or General Membership, taking proper vouchers for such disbursements and shall render to the Board of Directors upon request an account of all transactions and of the financial condition of the Association. He or she shall make or cause to be made a report of such financial condition at each Board or General Meeting. The Treasurer's signature with that of the President, or in his absence, the Vice President or Secretary shall be required on all checks drawn in the name of the Association.
- Section 8: The Board Chairman shall prepare the agenda for all Board Meetings and shall schedule and preside at such meetings. In the absence of the Board Chairman, the President shall perform the duties and exercise the powers of the Board Chairman. In addition, the Board Chairman shall obtain from the President or other officers such reports of executive action as may from time to time be deemed necessary by the Board of Directors in a majority.
- Section 9: Authorized check signatories of this Association shall be bonded. Failure of any individual serving in these offices to qualify for bonding shall be cause for removal from office in accordance with procedures outlined in Article V of this instrument.
- Section 10: An Auditing Committee of three shall be selected at the August General Meeting, one being appointed by the President and two elected by the General Membership at this meeting. This Committee may include not more than one member of the Board of Directors. This committee shall examine the financial accounts of the Association, including but not limited to the original ledger, original membership run sheets, payroll books and time records and issue a report of its findings at the Annual Meeting.

ARTICLE VI MEMBERSHIP MEETINGS

- Section 1: The Board of Directors shall schedule the dates for General Meetings to be held during the year, at least one General Meeting in each of the months of May, June, July and August. General Meetings may be held throughout the remainder of the year, if a written notice of at least 14 days is given to all members in good standing. The Annual Meeting shall be held in September. The schedule shall be published no later than February 28.
- Section 2: A General Meeting shall be called by majority vote at any duly convened meeting of the Board of Directors or upon written request of at least 20 members in good standing.
- Section 3: The Board of Directors shall schedule the date of the Annual Meeting to be held at least two weeks after

the August General Meeting. The date of the Annual Meeting shall be published no later than July 15.

- Section 4: Written notice of all General Meetings shall be advertised at least 10 days prior to each such meeting.
- Section 5: Special Meetings may be called by majority vote at a Board of Directors meeting or on written request by at least 20 voting members in good standing. Written notice must be issued at least ten days prior to each Special Meeting and the agenda of each such meeting shall be restricted to those items listed in the written notice.
- Section 6: Eighteen voting members shall constitute a quorum for each General or Special Meeting. If a quorum is not present at the appointed meeting hour, the chairperson, at his/her discretion, may conduct an informal meeting, thus setting aside the scheduled agenda, in order to disseminate information concerning board actions and community activities to the assembly who choose to participate. If a quorum should exist within a half-hour of the scheduled meeting time, the chair shall call for a vote to call the meeting to order. If the majority is Yea, the meeting is called to order and the agenda is followed as scheduled or amended as seen fit by motion and vote from the assembly. If a quorum is not present within the half-hour noted above, no business can take place and the assembly shall adjourn at the end of the chair's informal meeting.
- Section 7: When a quorum is present, the vote of the majority of the members in good standing shall decide any question brought before such meeting unless the question is one upon which by express provision of law or these by-laws, a different vote is required, in which case such express provision shall govern and control the decision of such questions.
- Section 8: Only one vote per Individual/Family Membership shall be permitted, subject to current good standing. Either the eligible voting member or his or her spouse may vote, but not both. The voting privilege may be conveyed, in the absence of both husband and wife, only to an eligible adult voting member in current good standing, by written notice delivered to the Secretary prior to any General or Special Meeting. However, no member shall, in any case, cast votes in absentia for more than one absent member in good standing and all absentee voting shall be prohibited with respect to the election of Officers and Directors at the Annual Meeting.
- Section 9: The order of business, applicable to General, Special and Board Meetings shall be:
1. Call to Order
 2. Suitable opening ceremony including flag salute
 3. Reading of Minutes and Communications
 4. Reading of Reports
 5. Old Business
 6. New Business
 7. Adjournment

ARTICLE VII JUDICIAL

- Section 1: Questions pertaining to this instrument or any interpretation thereof shall be resolved by the special Judicial Board. Only such matters may be resolved and the Judicial Board shall have sole authority to determine their jurisdiction over any matter presented.
- Section 2: The Judicial Board shall be composed of three residents of Lake Panamoka who are at the time of their appointment and confirmation members of the Association. Each shall serve for life or until they cease to own property at Lake Panamoka or until they resign or are removed by the same procedures enumerated in Article V of this instrument.
- Section 3: All questions shall be submitted to each member of the Judicial Board in writing. Any Judicial Board member or members may investigate or cause to be investigated any matter relevant to determination of the question raised and the decision of a majority of Judicial Board members shall be final. Said decision

shall be transmitted in writing to the President and Chairman of the Board of Directors and to the General Membership at the next General or Special Meeting.

Section 4: Judicial Board members shall be appointed by the President, subject to approval by the Board of Directors.

ARTICLE VIII AMENDMENT

This instrument, in whole or in part, may be amended by a two-thirds vote at a Board of Directors meeting followed by distribution to the membership of the exact wording of the proposed amendments in the company of the passages they are intended to replace, at least ten days prior to ratification by a two-thirds vote at a General or Special Meeting.

ARTICLE IX CORPORATE SEAL

Section 1: The corporate seal of the Lake Panamoka Civic Association Incorporated is affixed hereto.

Date of last revision: July 14, 1979

Date of most recent change: August 14, 1982

Reprinted: September, 1983

Date of last revision: August, 1988

Reprinted: July, 1990

Date of last revision: August 12, 1994

Date of last revision: October 23, 1997

Date of last revision: August 20, 1998

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