



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



**ARTICLE I      Name**

Section 1 - The Association shall be known as the North Shore Beach Property Owners' Association, Inc.

**ARTICLE II      Mission**

Section 1 - The mission of this Association is to maintain and improve the beach and other properties of the Association and to further the betterment of this community, and to promote good fellowship amongst its members and the community at large.

**ARTICLE III      Membership**

Section 1A Qualifications - The General Public (business and/or individual) shall be eligible for membership (Proprietary or Associate) in this Association. Only individuals owning a real property interest, within the section of Rocky Point, Town of Brookhaven, Suffolk County, N.Y. known as North Shore Beach, shall be eligible for Proprietary Membership; all other memberships shall be considered as Associate. Proof of real property interest is through the most recent Real Estate Tax Bill showing the name of the member. A partner ownership of property shall be classified as one membership. Associate Membership and the qualifications thereof will be established by the Board of Directors. No memberships shall be divided, or the annual dues of the Association apportioned among more than one membership.

1B Definition of North Shore Beach – The North Shore Beach section of Rocky Point, N.Y. shall be bounded on the East by the Shoreham Parkland; on the South by NYS Business Route 25A; on the West from Route 25A running North along Rocky Point Landing Road then running North along Hallock Landing Road; and on the North by the Long Island Sound.

1C Definition of Real Property Interest - Land, and generally whatever is erected or growing upon or affixed to land.

1D Application for Membership - Membership applications will be prepared, distributed and processed by the Board of Directors. Each application shall be accompanied with the annual dues.

1E Member in Good Standing -

1E1. Shall mean the status assigned to a member of the Association when he or she has remained current on Association dues and is not delinquent in the payment of any dues or fees owed to the Association; is up to date on payment of property taxes and where there are no municipal liens on property owned by the member.



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



1E2. Being a member in good standing affirms the Member's commitment to the mission and vision of the Association. It is expected that Members in good standing will work collaboratively to strengthen the Association and will not engage in any activities that puts the Association in financial or structural jeopardy nor engage in any activities that will bring discredit to the Association.

Section 2 Privileges - All Members in good standing shall be entitled to all privileges of membership in this Association subject to the provisions of its' Bylaws and its' Policy and Procedures (P&P). Only Proprietary Members may vote on any matter which directly governs and effects the actions or property of the North Shore Beach Property Owners' Association, Inc. Each Proprietary Membership is allotted one vote. Eligibility for election to the Board of Directors is limited to those who have been members in good standing for two consecutive years and are Proprietary members at the time of the election.

Section 3 Dues - The annual dues of the Association shall be payable pursuant to a schedule as developed by the Board of Directors.

Section 4 Fiscal Year - The Fiscal year for the NSBPOA will run concurrent with the calendar year.

Section 5 Credentials of Membership - All members shall be provided membership credentials by the Association. These credentials shall remain the property of this Association.

Section 6 Suspension and Expulsion from the Association - Any member of the Association violating any clause, section, any part of the Bylaws, rules, regulations, polices or any ruling of the Association is subject to suspension, removal and termination of membership from the Association. Except in cases where criminality, fraudulence or breach of the public trust in involved, the Board shall issue a warning to such member or associate member that continuation of such conduct can and will result in the suspension, removal or termination of membership.

The Board of Directors may resolve to suspend, remove a person as a member or association member or terminate membership if, in the Board's reasonable opinion, that person's conduct interferes or is likely to interfere with achieving the mission of the Association.

A member or associate member may not be suspended or removed, and a membership may not be terminated except pursuant to a procedure that is fair and reasonable and is carried out in good faith.

Accordingly, the Board shall set forth a fair and reasonable process for suspension, removal or termination of membership that provides the following requirements:



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



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- a) a Resolution by majority vote of the Board outlining all the facts and circumstances supporting the Board's proposed action;
  - b) written notice to the member or associate member within one week (seven days) with reason for the proposed action;
  - c) an opportunity for the member or associate member to be heard, orally or in writing, not less than 30 days, but not more than 45 days before the effective date of the proposed action;
  - d) at a regular or special meeting of the Board of Directors a final vote of the Board by 2/3 majority shall be necessary for suspension, removal or termination of membership in the Association.

**ARTICLE IV      Funds**

Section 1 General Fund - The funds of the Association shall be deposited in an FDIC insured account(s) in a commercial bank or banks and shall be used to pay all bills and claims against the Association arising out of the control, regulation, maintenance and improvements of the NSBPOA property. This includes but is not limited to any insurance, taxes, other assessments and the expenses of administering this Association. At all times sufficient money shall be retained in the Treasury to pay the estimated taxes on the property and buildings of the Association.

Section 2 Special Funds - Special fund accounts may be created as needed by the Board of Directors.



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



**ARTICLE V Board of Directors**

**Section 1 Board of Directors** - All Directors and Officers shall constitute the Board of Directors.

**1A Governance and Management** - The governance and management of this Association are entrusted to the Board of Directors and the Board of Directors shall exercise all executive and administration powers of the Association and shall appoint all Standing and Special committees. The Directors shall exercise their fiduciary responsibility of care and loyalty to the Association, avoid conflicts of interest and maintain in confidence information the organization desires to keep confidential. Failure of the Directors to honor their obligations under these Bylaws may lead to the membership replacing Directors as needed.

**1B Conflicts of Interest** - Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- a) The interest of such officer or director is fully disclosed to the board of directors.
- b) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
- c) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the Association.
- d) Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**1C Nominating Committee** - There shall be a nominating committee to propose candidates for the Board of Directors. This Standing committee shall consist of a minimum of five members. Two of the members shall be appointed by the President from the Board and three members shall be appointed by the President upon recommendation by the members. The nominating committee shall select one of the non-board members to be its chair. The nominating committee shall present a slate of candidates at the regular meeting prior to the elections. Nominations from the floor can be made at said meeting, after which the nominations shall be closed.

The Nominating Committee shall also be charged with screening candidates proposed to fill vacancies on the Board of Directors. Proposed candidates shall submit biographical information, any other such information as requested by the Committee and be interviewed by the Committee. The Committee shall make a recommendation to the Board of Directors regarding appointment to the Board to fill such vacancy.

**1D Policies and Procedures Manual** - The Board Directors shall develop Policies and Procedures (P&P) to implement management of the Association consistent with these Bylaws.



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



1E Custody of Association Assets - The Board of Directors shall be the sole custodian of all properties and assets of the North Shore Beach Property Owners' Association, Inc. The Board of Directors shall also be responsible for ensuring all properties are in compliance with all federal, state and local laws.

1F Meetings - Meetings of the Board of Directors shall be held at least once a month at such times as may be mutually agreeable to the majority of the members of the Board. The Secretary shall set the schedule at the beginning of each calendar year. Any changes in the meeting schedule, or the addition of any unscheduled meetings shall require a 7-day notice by electronic communication or regular mail.

1G Quorum - A quorum of seven (7) is required at all times for any business to be conducted at a Board Meeting. In the absence of a quorum, information may be exchanged but no business may be conducted.

1H Duties Upon Vacating Office or Committee - Upon vacating a position, every Officer, Director and all members of Committees shall deliver to their successors, all books and properties in their possession belonging to the Association. The President shall secure all papers and documents and turn them over to the Secretary for long-term storage with the Association papers of the NSBPOA. Association papers from previous years that are deemed useful to an Officer or Director may be exempted from long-term storage.

1I Insurance - The Board of Directors shall maintain at all times appropriate Liability and Hazard insurance and Directors' and Officers' insurance in order to protect the properties and assets of this Association. Any legal expenses of an officer or Board member shall be paid by the Directors' insurance only.

1J Record Retention - The Association, in accordance with federal and state requirements, and the needs of the Association, shall establish a record retention policy for the orderly retrieval and maintenance of such records and for the proper disposal of records that are no longer required by state or federal law.

1K Disciplinary Procedures - The Board shall develop a policy outlining the disciplinary process of taking action against any Officer, Director or member. The policy shall include due process requirements such as written notice of the alleged actions, opportunity to respond and be represented, ability to question witnesses, the right to submit evidence on behalf of the Officer, Director or member and ability to appeal any such judgment against an Officer, Director or member.



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



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**Section 2 Officers** - The Officers of this Association shall be President, Vice President, Secretary and Treasurer to be elected for a two (2) year term. No person shall hold an elected office for more than four consecutive years. However, such a person shall be eligible for election or appointment to an office they have previously held after a waiting period of two (2) years. No two officers, elected or acting, shall be related by marriage, cohabitation, consanguinity, affinity or any other such family arrangement within the third degree.

Duties of Officers:

**2A Contracts and Legal Documents** - At the direction of the Board of Directors, the President and Secretary, shall sign all contracts or other legal documents.

**2B Withdrawal of Funds from the Treasury** - All withdrawals of funds from the Treasury shall be by paper check or Board approved electronic bill payment process. Each paper check will require dual signatures. The President, Vice President and Treasurer shall have signature authorization. No check will be signed or countersigned by a consignee.

**2C President** - The President shall be the executive officer of the Association. He/She shall be a member of and chairman of the Board of Directors. It shall be his/her duty to preside at all meetings of the Association, if present, and to enforce the Bylaws and Policies & Procedures, declare the result of all elections, and call all special meetings. In the absence of a Sergeant-at-Arms, the President shall decide all questions of order. Immediately after the Board transition is completed, he/she shall appoint the Standing Committees. He/She shall have the power to appoint such additional committees as he/she may deem necessary. All appointments to all committees shall be approved by a majority of the Board of Directors before they shall be valid. He/She shall be ex officio, non-voting member of all committees. He/She shall perform all duties and have all the powers usually performed or had by a president of a membership Association per Robert's Rules of Order.

**2E Vice President** - It shall be the duty of the Vice President to assist the President in every way possible in the proper discharge of his/her office. In the absence of the President or upon his/her withdrawal from the chair for the purpose of participating in the proceedings of the meeting, the Vice President shall have all the rights and powers of the President.

**2F Acting President** - Should the President be prevented for any reason from performing the duties of his/her office for an extended length of time the Vice President may be designated "Acting President" by a majority vote of the Directors of the Association, and he/she shall have all of the rights, duties and powers of the President while so acting. In the absence or inability of the Vice President to serve as "Acting President" the Board of Directors shall designate an "Acting President".



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



2G Secretary - It shall be the duty of the Secretary to keep an accurate record of the proceedings of the meetings of this Association, read and communicate to the Board all communications, reports, petitions, etc., and to conduct all official correspondence of the Association. The Secretary shall create a calendar of mandated Board and Association Meetings for an entire year prior to the start of a calendar year. Other meetings may be scheduled for which the Secretary shall notify all affected persons with at least a seven (7) day notification by regular mail or electronic communication. He/She shall keep a roster of all members, their names and contact information. He/She shall forward without delay to the Board of Directors all claims against the Association along with all other matters requiring its' action. He/She shall submit his/her books for inspection and audit whenever requested to do so by the President or Board of Directors. In case of his/her inability to attend any meeting, a designee shall be appointed to fulfill the responsibilities. He/She shall have custody of the Association seal and shall affix the same whenever required. He/She shall have the custody of all records of the Association except such as are specifically assigned to others. He/She perform such other duties as the President or Board of Directors may prescribe.

2H Treasurer - The Treasurer shall have the care and custody of funds of this Association, which shall be deposited in accounts in the name of the Association in an FDIC insured commercial bank or banks, approved by the Board of Directors. He/She shall keep correct books of the financial affairs of the Association and report the condition of such financial affairs to the Board of Directors monthly with a detailed report, a listing of all income and expenditures, and at such other times as the President or Board of Directors may direct. He/She shall at all times keep his/her books open for inspection by said Board of Directors or any duly constituted auditing committee which the President or Board of Directors may designate. He/She shall pay by check or electronic transfer all bills and claims against the Association which have been ordered paid by the Board of Directors. He/She shall receive all monies collected in the name of the Association and the same shall be promptly deposited in the proper account. A financial statement shall be presented at every Association meeting. At the Budget meeting, the Treasurer shall present a summary of the previous year's activity compared to that year's budget, along with the budget for the subsequent year. The treasurer shall maintain a list of the present and previous years' financial activities for inspection by any member.

Section 3 Directors - The Directors of the Association shall consist of nine (9) to be elected for three (3) year terms that are staggered so that three (3) new Board Members are elected to regular office each year at the Annual Meeting.

3A Duties of Directors – Each Director shall serve on a Committee as appointed by the president with concurrence of the Board. Each Committee shall report activities at every Board and Association meeting.



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



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Section 4 Election - Election of Officers and Directors shall be in conjunction with at the Annual Meeting of this Association.

Section 5 Vacancies - Any vacancy on the Board shall be filled by appointment of a qualified Proprietary member by the President with confirmation by the Board, as defined in Article III, Section 2, by the Board within 60 days. Such appointment shall be made after the proposed candidate(s) has been interviewed by the Nominations Committee and upon recommendation of the Committee.

5A Filling Vacancy - Appointment to fill such a vacancy shall be for the remainder of the term of the position being filled. Any member who has been appointed to fill a vacancy, such time in office shall not count toward any term limit for that office should that member decide to run for a full term.

Section 6 Disciplinary Actions - Any member of the Board of Directors may be removed with or without cause, at any time by a vote of 2/3 of the members of the Board of Directors if in their judgment the best interests of the Association would be served thereby. Each member of the Board must receive written notice of the proposed removal at least one week (7 days) in advance of the proposed action, setting forth the relevant facts and circumstances for such removal. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements of these Bylaws automatically forfeit their positions on the Board pursuant to removal under this Article.

No member of the Board of Directors shall be removed without an opportunity to be heard and notice of such motion of removal shall be given to the member in writing not less than 15 days, prior to the regular or special meeting of the Board of Directors at which such motion shall be presented, setting forth the relevant facts and circumstances for such removal. The board member shall have 15 days to respond to the charges. Failure to respond within the allotted time shall be deemed as forfeiting any further action regarding challenging the removal.

Removal for Cause generally includes fraudulent or criminal conduct or gross abuse of office amounting to a breach of trust.

**ARTICLE VI      Address of the Association**

Section 1 - The official address of the Association is 55 Clubhouse Drive, Rocky Point, NY 11778. The official mailing address of the Association shall be Post Office Box, as assigned by the Rocky Point Post Office.





**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



**ARTICLE VII Seal**

Section 1 - This Association shall have a seal which shall be in the form of a circle, with the following words thereon: "North Shore Beach Property Owners' Association, Inc., 1929 New York." Said seal shall be held by the Secretary.

**ARTICLE VIII Association Meetings**

Section 1 Types of Meetings Association Meetings

1A Regular Meetings - Regular (General Membership) Meetings of the Association shall be held at the Association's Clubhouse at North Shore Beach, Suffolk County, NY or as provided by the Board of Directors at times and dates scheduled by the Board of Directors. The times and dates for the regular meetings shall be announced by the Secretary and published in the last newsletter of the preceding year. The minimum number of meetings will be one (1) in the first and last quarters of the year, and one (1) in the months of May, June, July, August and September. However, the Board of Directors, as permitted by state law and these bylaws, may hold the meetings via Google Meet, Zoom or other similar Internet Services as determined by the Board. The board shall provide a reason for meeting via the web instead of in-person.

1B Budget Meeting - The budget meeting shall be determined by the Board at which time the adopted annual budget will be presented.

1C Annual Meeting – Elections shall take place in conjunction with the Annual Meeting of this Association which may be held in August.

1D Installation - Installation of the new Board shall be held one month after the Annual Meeting

1E Special Meetings

1E1 Time, Place and Notice thereof - Special meetings shall be held at the Clubhouse unless otherwise directed at a time as the President deems. Each member shall be notified at least ten (10) days in advance with the date, time and place of such meeting. The notification shall state the specific purpose or purposes for which the meeting is called.

1E2 - Special meetings may be called by of the Board of Directors. Special meetings will be called by the Board of Directors upon presentation of a petition containing the specific purpose for which such a meeting is to be called, signed by twenty-five (25) Proprietary members in good standing of the Association.

Section 2 Quorum - Twenty-five (25) Proprietary memberships shall constitute a quorum which shall include two Board members one presiding and one recording. In the absence of a quorum, no resolutions shall be proposed or voted upon.



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



2A Quorum and Proxies: The presence (in person or by proxy) of Proprietary Members representing an aggregate of at least twenty-five proprietary members is required for the transaction of business at a meeting of the Members. Voting by proxy shall be permitted solely for quorum purposes if authorized by the Board of Directors. Any proprietary member, including Board members, shall be permitted to carry one (1) proxy vote of another member who cannot attend a general membership meeting. Proxy voting shall not be permitted for Board of Director Meetings. Proxy votes shall be submitted to the secretary for the quorum tally prior to the start of the meeting.

Section 3 Majority Vote - Unless otherwise specifically required, a majority vote of those Proprietary members present at the meeting shall control and be sufficient.

Section 4 Meeting Cancellation – General meetings can be canceled/postponed by a vote of the Board of Directors. Such meetings shall be rescheduled.

Section 5 Order and Decorum - The members of this Association shall be courteous to each other and respectful to the presiding officer and shall avoid all harsh language. No member shall have the privilege of the floor for more than three (3) times in two (2) minute segments on any one subject, unless with the consent of the presiding officer; members shall strictly obey the call of the presiding officer at all times. Any member who disregards the call of the presiding officer or who speaks disrespectfully to or about any officer or member or the Association at any meeting or commits any act deemed detrimental to the interest or welfare of the Association, may be asked to leave by the Sergeant-at-Arms. Any member wishing to address the Board shall identify themselves by name and membership number.

Section 6 Order of Business - Business of this Association shall be taken up at its meetings in the following order:

1. Call to Order
2. Pledge of Allegiance
3. Roll Call of Officers; Record of Quorum Present.
4. Reading, correction and approval of the minutes of the previous meeting.
5. Reports of Officers.
6. Reports of Committees.
7. Old business.
8. New business.
9. Good and welfare of the Association.
10. Motion to adjourn.



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



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Section 7 Parliamentary Procedure - All meetings of the North Shore Beach Property Owners' Association, including meetings of the Board of Directors, shall be conducted in accordance with "Roberts Rules of Order, Newly Revised", or its successor publication.

**ARTICLE IX      Sergeant-at-Arms**

Section 1 - A Sergeant-at-Arms may be appointed and is not a member of the Board of Directors.

**ARTICLE X      Parliamentarian**

Section 1 - A Parliamentarian may be appointed from the Proprietary members and is not a member of the Board of Directors.

**ARTICLE XI      Amendments**

Section 1 Process of Bylaws Amendment - Amendments to these Bylaws may be proposed as a motion at any Regular meeting of the Association shall be carried by a simple majority. The motion is then submitted to the Board of Directors and a Bylaws committee for review. At the following meeting, the motion will be reread, and the recommendation of the Board of Directors will be stated. If no changes are accepted, the motion will be placed on a ballot for the next regular meeting pending notification of each member within 20 days of the Regular meeting which includes adequate time for absentee ballots. Passage of amendments require two-thirds (2/3) vote of the voting Proprietary membership. If any changes are accepted, the motion is resubmitted to the Board of Directors.

**ARTICLE XII      Sale, Transfer, Rental, or Leasing of Association Property and Assets**

Section 1. The Association shall have the ability to sell, transfer, lease or dispose of any property and assets in order to fulfill its operational mandate. Such sale, transfers, rent, lease or other distribution of Association property or assets shall be conveyed with the approval of 2/3 votes of the members.

Section 2. However, in those circumstances where time of the essence requires the sale, transfer, rent, lease or distribution of property or assets, and where it is not possible to obtain approval by the membership in a timely manner, the Board, in its discretion and acting in the best interests of the Association in fulfilling its mandate, shall be authorized to sell, transfers, rent, lease or distribute of such property or assets without membership approval.

Section 3. After such action, the Board shall be required to fully explain to the membership the reasons for the sale, transfer or disposition of the Association property or assets without a vote of the membership.

Section 4. The Board shall have the authority to rent or lease certain properties, such as the Clubhouse or Beaches, to members and non-members. Funds raised from such rentals or leasing



**The Bylaws of the  
NORTH SHORE BEACH  
PROPERTY OWNERS' ASSOCIATION, INC.**



shall be deposited in the treasury of the Association to be used for the promotion of the Association’s mission. Members requests for such rentals or leasing shall have precedence over non-members.

**ARTICLE XIII Indemnification**

Section 1. Indemnification. The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served as an officer, director, or employee of the Association against all expenses and liabilities to the full extent permitted by law, in the manner and to the full extent authorized and permitted under the not-for-profit corporation law of the State of New York. Except as restricted by law, the Association may provide additional indemnification pursuant to agreement, action of the Board or provisions of these bylaws.

**ARTICLE XIV Dissolution of Association**

Section 1 - Nothing contained herein shall prevent the dissolution of the Association provided that the majority of the Board of Directors approve a written resolution to that effect and provide, by certified mail to each member of the Association, a copy of such resolution. Provided further that the membership at a Special Meeting approves such resolution by majority vote. Upon final approval of dissolution by the membership, the President and Secretary of the Association shall cause to be filed in the office of the Secretary of State for the State of New York and the Town of Brookhaven notice of such consent by the membership. Disbursement of any remaining funds and/or assets shall be distributed to any qualified charitable or not for profit organization.

Section 2 - Upon dissolution of the Association, and after paying or making provision for the payment of all liabilities of the Association, the Association shall dispose of all its assets exclusively for the purpose of the Association in accordance with applicable federal, state and local laws. Filing must be with the Attorney General’s office.

**ARTICLE XV Effective Date**

Section 1. Effective Date. These bylaws shall take effect immediately upon their adoption.

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These bylaws have been voted by and adopted by the general membership with a majority vote on Sunday, September 22, 2024

Michael J. Gorton, Jr., Secretary  
North Shore Beach Property Owners Association

(Seal)