

BY-LAWS OF THE PHILPSE MANOR IMPROVEMENT ASSOCIATION -
INCORPORATED 1926

PREAMBLE

The residents of Philipse Manor, a residential waterfront community, situated in the Village of Sleepy Hollow, Westchester County, New York State, reaffirm their desire to maintain a not-for-profit residents' association run by a volunteer Board of Directors whom they elect.

ARTICLE I - NAME

The name of this organization shall be the Philipse Manor Improvement Association, hereinafter referred to as the PMIA.

ARTICLE II - OBJECTIVES

The objectives of the PMIA shall be:

- A. To promote, preserve and protect the property interests and community welfare of the landowners and residents of Philipse Manor,
- B. To pursue harmonious community relations and amenities designed to maintain and enhance the character of Philipse Manor, and
- C. To hold title to real and/or personal property acquired in the community interest

ARTICLE III - MEMBERSHIP

1. For the purposes of membership, Philipse Manor is defined as the residential area bounded by the Hudson River to the West, Peabody Field to the North, Route 9 (Broadway) to the East, and the Pocantico River to the South.

2. There shall be one membership (and vote) per household.

3. Any property owner in or resident of Philipse Manor, who is 18 years of age or over, shall be eligible to hold household membership in the PMIA.

4. There shall be 2 (two) classes of membership:

(a) General Membership, all non-Senior Members.

(b) Senior Membership, limited to resident/property owners over 65 years of age.

5. A member-household is in good standing if: (a) the annual dues and any special assessments for the current year are paid, and (b) Membership has not been suspended for cause.

6. Anyone who no longer resides or owns real estate in Philipse Manor shall automatically cease to exercise or enjoy the benefits of membership.

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ARTICLE IV - DUES AND ASSESSMENTS

1. The amount of the annual membership dues, for all classes of membership, may be changed at the annual meeting by a majority vote of those present at such annual meeting.

2. Annual dues shall be due at the start of the membership year, which is January 1st.

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3. The Board of Directors shall have the power to equitably apportion dues for new member households who assume residence in Philipse Manor after January 1st.

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4. The PMIA may levy special assessment(s), which have been approved by a majority of member-households at an annual or special meeting of the PMIA. When approved, special assessments shall be shared equally among all resident households.

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ARTICLE V – MEMBERSHIP MEETINGS

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1. An annual meeting of the PMIA for the conduct of business, and the election of Directors and Officers shall be held once each calendar year, with the day and date to be communicated to the membership.

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2. Special meetings may be called by the President, or on the written request of at least 35 member-households of the PMIA. Such meetings shall be held within 30 days of receipt of the request by the President.

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3. Notice of a PMIA meeting, together with its agenda, shall be communicated by the, Communications Secretary to all residents at least 10 days prior to the meeting date.

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4. All PMIA meetings shall be held in either Sleepy Hollow or Tarrytown, New York, at a place and time designated by the President in consultation with the Board of Directors.

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5. At any annual or special meeting of the PMIA the following shall occur: (a) each member-household in good standing (“Member Household”) shall have just one vote. Such vote can be exercised either in person or by a duly authorized proxy; (b) a Member Household may cast one vote and hold one proxy only, on each issue; (c) a vote shall occur once a quorum is present at such annual or special meeting, with the understanding that a quorum shall consist of the presence of 35 Member Households (with the understanding that proxies do not count for quorum(s)). A lesser number may adjourn (up to one hour), to await a quorum.

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ARTICLE VI – BOARD OF DIRECTORS

1. The Board of Directors of the PMIA shall consist of 6 Directors and 5 Officers.

2. All Officers and Directors must be members in good standing of the PMIA and, during their time of service, may not simultaneously hold elective positions (i.e. Mayor or Trustee) in the Village of Sleepy Hollow. In alternating years, 3 of the 6 Directors shall be elected at the annual meeting by a majority of member-

households or duly authorized proxies, for two-year terms.

3. The Board of Directors shall, subject to the control of the member-households:

A. Uphold and protect the interests of the PMIA and its resident-households,

B. Direct the policies and actions of the PMIA.

C. Control the finances, authorize expenditures, and prepare the PMIA budget prior to its submission for approval at the annual meeting,

- D. Conduct an audit, at least once a year, to ensure that the records of the Treasurer and Secretaries are duly maintained,
 - E. Supervise the orderly and timely transmission of records and documents from retiring Officers to their successors, and
 - F. Employ such contractors and individuals (as required), and prescribe their duties and compensation commensurate with the annual budget.
4. In the event of a vacancy of a Director on the Board of Directors, the Board of Directors may appoint a member of the PMIA as a director to complete the remaining term.
5. The Board of Directors shall meet on the first Monday of each month, with the exception of July and August, which will be subject to the discretion of the President if a meeting is required during these months. If the first Monday of the month is a holiday, the meeting will be rescheduled for the earliest possible date at the discretion of the President in consultation with the Board of Directors.
6. Special meetings of the Board of Directors may be called by the President, either by discretion or within one week of receiving a signed request by at least three Board members.
7. All meetings of the Board of Directors shall be held in Sleepy Hollow, New York at a convenient place and time designated by the President in consultation with the Board.
8. At all meetings of the Board of Directors a majority of the Board (six), shall constitute a quorum. A lesser number may adjourn, for up to one hour, to wait for a quorum. Other than adjourning, no business or votes can be conducted without a quorum.

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ARTICLE VII - OFFICERS

1. The Officers of the PMIA shall be a President, Vice-President, Recording Secretary, Communications Secretary, and Treasurer. In sequential years, two of the Officers (President & Treasurer) shall be elected at the annual meeting by a majority of member households present and duly authorized proxies for a term of two years and shall serve until their successors are elected. In the following year, the positions of Vice President, Recording Secretary, and Communications Secretary shall be elected for two-year terms. The Officers shall also be members of the Board of Directors.
2. In the event of a vacancy of an Officer position, the Board of Directors shall appoint a member of the Board to fill the vacancy for the unexpired term.
3. The President shall perform all the duties specifically provided for, and also:
- (a) Be the executive head of the PMIA and chairperson of the Board of Directors,
 - (b) Preside at all meetings of the PMIA and the Board of Directors,
 - (c) Be a member, ex-officio, of all committees except the Nominating Committee.
 - (d) Execute all contracts in the name of the PMIA, which have been authorized by the Board of Directors and budgeted for by the member households.
4. The Vice-President shall:

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- (a) Perform the duties of the President in the absence of the President,
 - (b) Coordinate the work of all the committees, and have them report to the Board, and
 - (c) Generally assist the President in the administration of PMIA activities.
5. The Recording Secretary shall:
- (a) Submit for the approval of the Board the proceedings of all the meetings of the PMIA and the Board of Directors, and
 - (b) Maintain and safeguard the records of the PMIA, including the membership list.
6. The Communications Secretary shall:
- (a) Maintain and attend to all Communications of the PMIA to the membership, authorized by the Board and of the PMIA from the President.
 - (b) Address and send out notices for all meetings; create and send all newsletters and email(s); maintain any PMIA authorized social media (including, without limitation, website(s), Instagram, Facebook, networking sites, etc.).
7. The Treasurer shall:
- (a) Supervise and document the financial affairs of the PMIA,
 - (b) Receive and have charge of the funds of the PMIA, distributing them as authorized by the budget approved at the annual meeting,
 - (c) Collect all dues, special assessments and accounts due the PMIA and deposit such funds in an account designated and controlled by the Board,
 - (d) Keep income and expense records, which may be audited at any time by the Board, or by a public auditor selected by them, or a committee selected by the President, and
 - (e) Submit to the Board and to the member-households annually, or at any time on demand of the President or of the Board, a written report of receipts and disbursements.

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ARTICLE VIII -COMMITTEES

1. There shall be six standing committees defined as follows:
- (a) Membership – to maintain, encourage and enlist membership in the PMIA and report changes to the Recording Secretary on a regular basis.
 - (b) Property Maintenance – Maintenance - to survey the appearance and general safety of Philipse Manor and bordering properties (MTA, Village of Sleepy Hollow, etc.); to make recommendations to the Board of Directors; to oversee the maintenance and improvement, where necessary, of PMIA property; to work with the Village and others to maintain and improve the overall sustainability, safety and appearance of the neighborhood.
 - (c) External Affairs - to provide liaison between the PMIA and other community organizations in the area, and to report to the Board on matters of mutual interest; To provide liaison between the PMIA and the Village of Sleepy Hollow with respect to services provided and decisions taken that affect Philipse Manor, and to report to the Board of Directors on such matters in a timely manner.

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(d) Communications - to provide written communications in various forms to the residents of Philipse Manor on matters of PMIA activities and community interest; provided that such communications are to be approved by the Board of Directors before publication and distribution.

F. Events Committee- to oversee any Philipse Manor sponsored events (e.g., the ragamuffin parade and block party, Fourth of July parade and picnic, new member events) within a budget to be approved by the Treasurer and the Board of Directors

2. Each standing committee shall consist of at least three members two of whom, including the chairperson, shall be members of the Board of Directors, excluding the President.

3. Special committees may be created by the President, with the approval of the Board of Directors, to undertake any duty within the scope of the objectives of the PMIA.

4. The chairperson and members of each committee shall be appointed by the President, subject to the approval of the Board of Directors.

5. It shall be the duty of the President and the Board of Directors to assign to the appropriate committees all matters dealing with the objectives of the PMIA.

6. Each committee shall maintain records of its attendance and recommendations. The chairperson of each committee shall report its activities periodically to the Board.

ARTICLE IX - NOMINATING COMMITTEE

1. At least one month prior to the date of the annual meeting, the President, with the concurrence of the Board, shall notify the membership via the appropriate communications as approved by the Board of Directors asking for volunteers to participate in the nomination committee ("Member Communication"). The President shall use good faith efforts to create a nomination committee of at least three people who are not currently an Officer or Director of the PMIA.

2. In the event, no one has volunteered to participate in the nomination committee after two Member Communications have been sent asking for volunteers, the President shall elect a committee of three members of the Board of Directors (provided that any Officer or Director up for re-election shall not be allowed to participate in the nomination committee) as the nomination committee. 3. It shall be the function of the committee to make nominations for those Director and Officer positions, which are to be voted on at the annual meeting.

4. Once the nomination committee has accepted the nominations for the Director and Officer positions that will be voted on at the annual meeting, the Communications Secretary shall notify the residents of Philipse Manor of the accepted nominations, along with the notice of the annual meeting.

5. The nominations made by the committee shall not preclude the making of other nominations from the floor at the annual meeting. Nominees proposed from the floor must be present at the meeting, must be in good standing, and must consent to being placed on the ballot.

ARTICLE X - ELECTION AND VOTING PROCESS

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1. Each member-household in good standing shall be entitled to cast one vote and one proxy on each item brought to a vote at an annual or special meeting of the PMIA.
2. Outstanding dues and assessments may be paid prior to the start of an annual or special meeting in order to establish voting eligibility for an attending Member Household.
3. Challenges shall be registered within one hour of the results being announced.
5. Such properly registered challenges shall be resolved by the previous Board of Directors within 24 hours of the close of the annual or special meeting. Officers or Directors directly involved in the challenges shall not take part in their resolution.
6. A committee of at least three past officers shall be convened to decide any unresolved election issues. Their decisions shall be binding and final unless modified or overturned by a majority of the
7. Newly elected Officers and Directors shall assume office on January 1st following their election at the annual meeting.

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ARTICLE XI - SUSPENSION, OF MEMBERS, MEMBER-HOUSEHOLDS, OR MEMBER PRIVILEGES

The Board of Directors shall have the power to:

- (a) Suspend all the members of any Member Household whose dues or special assessments remain unpaid for a period of more than 60 days after their due date.
- (b) Revoke all parking privileges of any Member Household any of whose PMIA stickers are used for vehicles that are not their own.
- (c) Suspend any given member(s) of a Member Household for conduct detrimental to the best interests of the PMIA. Suspension for such cause shall be voted only after written notice of at least 30 days with full particulars and opportunity to be heard is given for such time and under such circumstances as the Board may prescribe.

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ARTICLE XII - TRANSFER OF ASSETS

Any request for a donation, gift, or transfer of PMIA assets having a value in excess of \$250 individually or cumulatively, which is not included in a budgeted account in the annual budget must be:

- (a) Submitted to the President in writing, then be
- (b) Approved by a majority vote at a meeting of the Board of Directors, and then be
- (c) Approved by the majority of Member Households in attendance or under proxy at an annual or special meeting of the PMIA, provided that the request to be voted on is included in the timely notice of the meeting.
- (d) Approved by 51% of member-households in good standing, voting either by mail or email, provided that the request to be voted on was sent to the PMIA membership on two separate communications with an explicit explanation of the voting period.

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ARTICLE XIII - AMENDMENTS

1. These By-Laws may be amended, ~~individually or in combination,~~ at an annual or special meeting, ~~by mail, or by email~~ ballot which receives an affirmative vote of at least 51% of the ~~Member Households~~ in good standing.

2. An amendment may be proposed by a 2/3 vote of the entire Board of Directors, or by a written petition to the President signed by at least 35 member-households.

3. Notice of any proposed amendment must be mailed ~~and/or emailed~~ to each resident at least 30 days prior to the meeting scheduled to vote on the amendment, or for-a mail ballot at least 60 days prior to the due postmark date.

ARTICLE XIV -INDEMNIFICATION FOR DIRECTORS AND OFFICERS (Effective if D&O Insurance is purchased)

To the extent permitted by law, the PMIA shall defend and indemnify any former or current director or officer of the PMIA for any loss, cost or other expense resulting from any pending or threatened litigation, suit, or other proceeding arising in connection with actions taken (or not taken) from and after the date of this amendment by such person in their capacity as a former or current director or officer of the PMIA, provided, however, that the foregoing shall not apply to the extent that such person's actions are adjudicated to have been taken in bad faith or were the result of willful misconduct.

- The PMIA owns the Philipse Manor Beach (and Boat) Club property along with all the property between the railroad and the Hudson River from the Palmer Avenue bridge to about 150 feet north of Hunter Avenue.

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