

**BYLAWS OF THE  
BEACHWAY ESTATES ASSOCIATION, INC.**

ARTICLE I  
ORGANIZATION

- A. The name of the organization shall be BEACHWAY ESTATES ASSOCIATION, INC.
- B. The organization may have a seal.
- C. The organization may change its name by a 2/3 vote of members present and voting at any regular or special meeting of the membership provided that the membership has been notified as hereinafter set forth in these Bylaws that this is to be an item of business at the meeting.

ARTICLE II  
PURPOSES

- A. To form a nonpolitical, nonsectarian group intended to work together for the common good of the residents of Beachway and the Heights section of Port Washington, N.Y. as hereinafter defined.
- B. To accept gifts, bequests and devises of real and personal property for the object, uses and purposes for which this corporation is formed.
- C. To purchase, sell, lease and mortgage with necessary leave of court, real property and personal property for the purpose for which the Association is organized.
- D. To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any other objects of purposes of the corporation or its business, and to secure the payment or any other obligation by mortgage, deed, pledge, indenture, agreement, or other instrument or trust, or by other lien upon, assignment of or agreement to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter acquired.
- E. To do, perform, and supervise any and all other things in furtherance of the general principles hereinafter expressed, and such acts not inconsistent with the Membership Corporation laws of the State of New York.
- F. To establish a park for use of the members, their families and guests at Port Washington, N.Y. and to maintain such Park pursuant to the applicable laws, ordinances, and regulations.

ARTICLE III  
MEMBERSHIP

- A. Any family owning its home and residing in the designated geographic area of Port Washington, N.Y., or which shall have been approved for membership prior to April 1980 shall be eligible for membership providing their application is approved by a majority of the Membership Committee and further provided that the current initiation fee and annual assessment have been paid in advance. Geographic limits, including homes on both sides of the bounding streets, excluding both sides of Mackey Ave. are as follows:

Beginning at the intersection of southern intersection of Beachway with North Plandome Road, proceeding West to the shoreline; thence North along the shoreline to the imaginary extension of Bayview Avenue; thence East along that imaginary extension to, and continuing on, Bayview Avenue to its intersection with Mackey Ave, continuing south on Mackey Ave to the imaginary extension of Reid Avenue; thence West on Reid Avenue to its intersection with North Plandome Road; thence South on North Plandome Road to its aforesaid intersection with Beachway.

- B. There shall be no more than 100 members. (revised March 2023)
- C. Annual privileges shall be available to homeowners and tenants in the area defined in Paragraph A of this article upon application to and approval by the Membership Committee. Such approval shall be by a majority vote of the Committee. The fee for annual privileges shall be in an amount determined by the Board and shall be payable in advance. Holders of annual privileges shall have full use of the park facilities but shall have no rights or interest in the real or personal property of the Association.
- D. If a member transfers title to his residence he shall have the right to transfer his membership to the purchaser of the residence. The purchaser, upon payment of the annual assessment, shall automatically become a member of the Association provided that he presents to the Secretary of the Association a Certificate of Membership or a letter from the seller stating that the seller gives up his membership in behalf of the purchaser.
- E. A member who transfers title to his residence and moves from the area defined in Article III, Paragraph A may retain his Certificate of Membership provided he pays the annual assessment as long as he retains said Certificate. Said member shall have Park privileges.
- F. After opportunity for hearing, any member may be removed from membership by a 2/3 vote of the members present and voting at a meeting called for the purpose of discussing such removal. Causes of removal shall be persistent abuse of the Bylaws of the Association or other rules and regulations of the Association or other good cause.

## ARTICLE IV MEETINGS

- A. The annual membership meetings shall be held in November of each year at a time and place fixed by the Board of Directors. The Secretary shall cause to be mailed, either electronically or by first class mail to every member in good standing at his address as it appears in the membership roll book a notice of the meeting not less than 5 days nor more than 12 days before the scheduled meeting. Such notice shall contain the time and place of the meeting and the business thereof.
- B. The presence of not less than 1/4 of the members shall constitute a quorum necessary to conduct the business of the Association. If there be lesser number of members present, they may adjourn the meeting for a period of not more than two weeks and the Secretary shall send notice of the newly scheduled meeting to all members not present at the adjourned meeting. (revised November 2024)
- C. Special meetings of the Association may be called by the President when it appears to be in the best interest of the Association. Notices of such meetings shall be mailed, either electronically or by first class mail to all members at the addresses shown in the membership rolls at least 5 days and not more than 12 days before the scheduled date. Such notice shall state the reason for the meeting, the time and place of the meeting and by whom it is called.
- D. Special meetings shall be called by the President at the request of 2 members of the Board or 5 members of the Association provided such a request is in writing and is received at least 10 days before the requested date of the meeting. Notice of such meeting, stating time and place, the reason for the meeting, the names of those requesting the meeting, shall be mailed, either electronically or by first class mail by the Secretary to all members of the organization at the addresses as they appear in the membership rolls at least 5 days before the scheduled date of the meeting.
- E. No business but that specified in the notice may be transacted at special meetings.
- F. All meetings shall be conducted according to Robert's Rules of Order.
- G. Members may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the membership, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting. (added November 2024)

## ARTICLE V VOTING

- A. At all meetings, except for the election of Officers and Directors of the Association, all votes will be viva voce. For the election of Officers and Directors and for the removal of members, ballots shall be provided. There shall not appear anywhere on such ballots any mark or such marking that might indicate the identity of the person casting such ballot.

- B. At any regular or special meeting of the Association, if a majority so requires, any question may be voted upon in the manner and style set forth in Paragraph A of this article for the election of Officers and Directors and the removal of members.
- C. At all regular and special meetings of the Association, Proxies may be used, except as otherwise provided for in these Bylaws.
- D. A majority vote shall be sufficient for any action except as otherwise provided in these Bylaws.
- E. When Voting is by ballot, the Chairman of Meeting shall, immediately prior to the commencement of balloting, appoint a committee of 3 to act as "Inspectors of Election" who shall, at the conclusion of balloting, certify in writing to the Chairman the results. A certified copy of the result of the balloting shall be affixed to the Minutes of the Meeting.
- F. No Inspector of Election shall be candidate for office when the vote is for Officers or Directors.
- G. Each member family shall have one vote.
- H. The presiding Officer shall determine the manner of counting viva voce votes.

#### ARTICLE VI ORDER OF BUSINESS

- A. Roll Call
- B. Reading of the Minutes of the previous meeting.
- C. Reports of Committees.
- D. Reports of Officers.
- E. Old and Unfinished Business.
- F. New Business.
- G. Adjournment.

#### ARTICLE VII BOARD OF DIRECTORS

- A. The business of the Association shall be managed by a Board of Directors consisting of the President, the Vice President, the Secretary, the Treasurer and 2 members elected annually.
- B. The Directors of the Association to be chosen for the ensuing year shall be chosen at the Annual Meeting in the same manner and style as the Officers of the Association and they shall serve for a term of one year.
- C. The Board of Directors shall have the control and management of the affairs and business of the Association. Such Board of Directors shall act only in the name of the Association when it shall be regularly covered by the President after due notice to all Directors of such meeting.
- D. Three of the members of the Board of Directors shall constitute a quorum.
- E. Meetings of the Board of Directors shall be held regularly on 5 days' written notice in January,

April, July, and October, or upon written request of 2 of the Directors. The President shall designate the time and place of such meetings and shall cause 5 days' notice of such meetings to be given to all Directors.

- F. Voting shall not be by proxy.
- G. The Board of Directors may make such rules and regulations concerning its meetings as it may in its discretion determine to be necessary.
- H. Vacancies on said Board of Directors shall be filled by a vote of a majority of the remaining members for a balance of the years.
- I. A Director may be removed when sufficient cause for such removal exists. The Board of Directors may entertain charges against a Director. A Director may be represented by counsel at any removal hearing. With respect to such removal hearing, the Board of Directors shall adopt such rules as in its discretion are considered necessary for the best interest of the Association.
- H. Directors may participate in a meeting of the Board of Directors by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the membership, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting. (added November 2024)

## ARTICLE VIII OFFICERS

- A. The Officers of the Association shall be as follows: President, Vice President, Secretary, and Treasurer.
- B. The President shall preside at all membership meetings. He shall present at each annual meeting of the Association an annual report of the work of the Association. He shall appoint all committees, temporary or permanent. He shall see that all the books, reports, and certificates required by law are properly kept and filed. He shall be one of the Officers who may sign the checks or drafts of the Association. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- C. The Vice President shall, in the event of absence or inability of the President to exercise the duties of his office, become acting President of the Association with all rights, privileges, and powers as if he had been duly elected to the office of President.
- D. The Secretary shall keep the minutes and records of the Association in appropriate books. It shall be his duty to file any certificate required by any statute, Federal or State. He shall give and serve all notices to members of this Association. He shall be the official custodian of the records and Seal of the Association. He shall present to the membership at any meeting any communication addressed to him as Secretary of the Association. He shall submit to the Board of Directors any communications addressed to him as Secretary of the Association. He shall

attend to all correspondence of the Association and shall exercise all duties incident to the office of Secretary.

- E. The Treasurer shall have the care and custody of all the monies belonging to the Association. He shall maintain a checking account sufficient to pay excepted annual expenses of the Association. He may place surplus funds in interest-bearing accounts. He must be one of the officers of the Association who shall sign checks or drafts of the Association. No special fund shall be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods, as the Board of Directors may determine, a written account of the finances of the organization and such a report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the officer of Treasurer.
- F. No Officer shall for reason of his office be entitled to receive any salary or compensation but nothing herein shall be construed to prevent an Officer or Director from receiving compensation from the Association for duties other than as a Director or Officer.
- G. Any single purchase or expenditure initiative that is known or expected to exceed \$5,000 shall require approval by the membership. Approval will be obtained by presentation for vote and subject to a majority of those present or voting by proxy. Exception shall be made for emergency situations which may not allow for the arrangement of voting and where at the discretion of the Board, spending would be deemed necessary to protect the assets of the Association. (added November 2009).

#### ARTICLE IX SALARIES

- A. The Board of Directors shall hire and fix the compensation of any or all employees which they in their discretion may determine to be necessary in the conduct of the business of the Association except as hereinafter set forth.

#### ARTICLE X COMMITTEES

- A. All Committees shall consist of 3 members appointed by the President, one of whom shall be the Chairman, the term of office shall be for one year unless sooner terminated by action of the Board of Directors.
- B. The permanent Committees shall be Membership, Nominating, Park Rules, Park Maintenance, and Mooring.

#### ARTICLE XI DUES

- A. The dues and assessments of this Association shall be as fixed by the Board of Directors and shall be payable on the 1<sup>st</sup> day of March annually. (revised November 2022)
- B. There shall be an initiation fee as determined by the Board of Directors and payable upon admission to membership.

- C. The dues and initiation fee and any special assessment deemed necessary may be changed, altered or waived by the Board of Directors.
- D. Nonpayment by any member of any assessment for a period of 6 months from the date when the payment was first due will result in automatic loss of membership in this Association provided that 3 notices in writing of the delinquency have been sent, the last of which shall be sent by Certified Mail. If payment is not received within 14 days after the last notice has been mailed, the member shall be dropped from the rolls. (revised November 2022)

ARTICLE XII  
REAL PROPERTY

- A. The real property of the Association consists of the area lying at the foot of Beachway, bordered on the North by the property of the Port Washington Yacht Club, on the South by the property of the Port Washington Estates Association, and extending on the West 345.02 feet under Manhasset Bay. This and other property subsequently acquired and adjacent thereto shall be used solely as a park with such other incidental uses as are approved by the membership subject to the Bylaws of the Association. No Bylaws or other rule or regulation of the Association shall prohibit such primary use.
- B. The property defined in Paragraph A of this Article and any buildings and improvements thereon is the property of the Beachway Estates Association, Inc.
- C. Any and all proposed development or improvement of said park property which would require a building permit or other approval from any governmental authority having jurisdiction over said park property or the sale, lease, or relinquishment by the Association of its interest in said park property must be approved by a 2/3 vote of the members present at a meeting duly called for that purpose and must also be approved in writing by 2/3s of the members in good standing whose residences are located on Beachway. But if any of the above are made necessary by governmental decree or regulation, such written approval shall not be exercised nor withheld so as to prohibit the use of said property as a park. Any other proposed development, improvement, or utilization of said park property must be approved by a 2/3 vote of the members present at a meeting duly called for that purpose.

ARTICLE XIII  
PARK RULES

- A. There shall be no parking of cars by member or guest using the Park on Beachway or east of the fence located on or near the easterly line of the property.
- B. No person who is eligible for membership, and for whom an opening is available, shall be a guest more than once during one calendar month.
- C. All guests will, at all times, be accompanied by the host member during their use of the Park.
- D. The membership Committee may permit a tenant of a member to use the Park in lieu of said

member provided that the annual assessment has been paid and provided that no such permission shall extend for more than one year without renewal by the Membership Committee.

#### ARTICLE XIV AMENDMENTS

- A. Amendments to these Bylaws may be proposed by the board of Directors or by a group of no less than 5 members in good standing. Such proposed amendments shall be mailed, either electronically or by first class mail to the members of the Association by the Secretary not less than 12 days prior to the meeting at which such proposed amendments are to be presented.
- B. Amendments to Article XII, paragraph C, additionally require the written approval of 2/3 of the members in good standing whose residences are located on Beachway.

#### ARTICLE XV INDEMNIFICATION AND INSURANCE (added November 2024)

##### A. Authorized Indemnification

Unless clearly prohibited by law or Paragraph B of this Article, the Association shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Association, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Paragraph, (a) is or was a Director or Officer of the Association, or (b) in addition is serving or served, in any capacity, at the request of the Association, as a Director or Officer of any other Association, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Association shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

##### B. Prohibited Indemnification

The Association shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

##### C. Advancement of Expenses

The Association shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Association, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding



prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Association, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Paragraph B of this Article . An Indemnified Person shall cooperate in good faith with any request by the Association that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

#### D. Indemnification of Others

Unless clearly prohibited by law or Paragraph B of this Article, the Board of Directors may approve Association indemnification as set forth in Paragraph A of this Article or advancement of expenses as set forth in Paragraph C of this Article, to a person (or the testator or intestate of a person) who is or was employed by the Association or who is or was a volunteer for the Association, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Association in any capacity for any other Association, partnership, joint venture, trust, employee benefit plan or other enterprise.

#### E. Determination of Indemnification

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Paragraph B of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

#### F. Binding Effect

Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

#### G. Insurance

The Association may purchase Directors' and Officers' liability insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Association for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, Officers, employees or volunteers of the

Association for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Association.

#### H. Nonexclusive Rights

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Association with any Director, Officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Paragraph B of this Article.