

BYLAWS OF THE ORIENT ASSOCIATION
[Adopted Jan 18, 2022]

ARTICLE I: NAME

The name of this Association shall be The Orient Association

ARTICLE II: GEOGRAPHICAL AREA

Orient, as used in this document, refers to the area designated as Orient by the Town of Southold.

ARTICLE III: PURPOSE

The purpose of this Association is to uphold and sustain the interests of residents, businesses and organizations of Orient, by educating the public on subjects useful to individuals and beneficial to the community. The Association shall provide a forum through regular meetings to discuss, consider, and become informed about issues which concern residents, businesses and organizations of Orient. The Association shall operate as an exempt, not-for-profit educational organization pursuant to New York State law.

ARTICLE IV: MEMBERSHIP

Section 1. There shall be only one class of membership – individual membership.

Section 2. Membership shall be open to all natural persons who own or lease property, reside, or operate a business in Orient.

Section 3. Any qualified person shall be deemed a member in good standing upon payment of annual dues (Article XI).

ARTICLE V: BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers of the Association, a minimum of which shall be: President, Treasurer, Secretary and optionally a Vice President; and the chairpersons of the standing committees; and others chosen by a majority of the Directors of the Association.

Section 2. The Board of Directors shall hear reports and recommendations from committees, discuss issues of concern to the Association and take action on such recommendations and

issues. Upon the request of a majority of the Board, any such action shall be subject to the prior approval of the membership. The Board shall prepare resolutions for discussion at general membership meetings.

Section 3. It shall be the duty of the Board of Directors to represent the Association in all official communications with Federal, State, County and Town authorities.

ARTICLE VI: OFFICERS

Section 1. The officers of the Association shall be a president, a secretary, and a treasurer. Additional officers may include a vice president. The duties of the officers in addition to those stated in Article V, Sections 2 and 3, shall be as follows:

- A.** The President shall preside at all meetings of the Association and the Board of Directors.
- B.** The Vice President shall preside at all meetings from which the President is absent.
- C.** In the event of the absence of the President and Vice president from any meeting, the members of the Board of Directors present shall select a chairperson to preside at such meeting.
- D.** The Secretary shall keep a record of the proceedings of all meetings of the members and of the Board of Directors, and of all other matters where a record shall be ordered. The Secretary shall notify the officers and all members of committees of their election or appointment and shall issue notice of all meetings.
- E.** The Treasurer shall keep at all times a complete roll of the members and shall collect, and under the direction of the Board of Directors, disburse all funds of the Association. The Treasurer shall keep regular accounts in books of the Association, which shall be open at all times to the inspection by any member of the Board of Directors. The Treasurer shall report at each meeting of the Association and of the Board of Directors the balance of money on hand and any existing appropriation which may affect the same. At the annual meeting the Treasurer shall make a report in writing of receipts and disbursements for the calendar year ending December 31 preceding the annual meeting, and all material outstanding obligations of the Association, together with any suggestions in respect thereto which the Treasurer may deem proper to make. The accounts may be audited by an Auditing Committee to be appointed by the Board of Directors at any time.

Section 2. The officers shall serve for a period of one year. After serving three consecutive terms, no officer may be re-elected to that office until after the expiration of one intervening year but may be elected to another office.

Section 3. In the event of a vacancy in an office, the President shall appoint a successor to fill the unexpired term, subject to approval by a majority of the Board of Directors.

ARTICLE VII : COMMITTEES

Section 1. The function of the standing committees shall be to identify issues, to collect and disseminate information about issues to members, and to find out whether and how the membership wishes to act on such issues.

Section 2. Standing and other committees shall be formed and dissolved by the Association as needed.

Section 3. Standing committees shall be formed by volunteers. Each such committee shall choose its own chairperson. Chairpersons of standing committees shall be eligible to serve on the Board of Directors.

Section 4. The total number of standing committees shall not exceed fourteen.

ARTICLE VIII: BOARD OF DIRECTORS MEETINGS AND QUORUMS

Section 1. Regular meetings of the Board of Directors shall be held regularly, no less than 4 times per year.

Section 2. At the meetings of the Board of Directors, a quorum shall consist of a majority of the Board of Directors, including at least two of the elected officers.

Section 3. A special meeting of the Board of Directors must be called by the President upon receipt of a request for such a meeting signed by a third (but at least two members) of the Board of Directors.

Section 4. Without prior notification, three absences within one year from Board of Directors meetings by any director shall be deemed a resignation.

ARTICLE IX: MEMBERSHIP MEETINGS AND QUORUMS

Section 1. There shall be an annual meeting of the members. A minimum of two additional general membership meetings or forums shall be held annually. Additional meetings will be called by the Board of Directors when prompt action is needed on any issue. In principle, two weeks' written notice of all general meetings or forums shall be given to the members.

Section 2. When an issue arises which involves a) a material change in policy or b) a new position on a substantial matter, and that change or position has not previously been considered

by the Association, action by the Board of Directors on behalf of the Association shall be taken after polling the membership either at a meeting, by mail or by electronic communication. Upon a majority vote of the Association members present and voting at a membership meeting or responding to the mail or electronic communication, the Board shall act in accordance with that vote. No member or members of the Board of Directors or of the Association at large shall act on behalf of the association without such majority vote on new policy positions or new issues. Nothing in this section shall prevent a majority of the Board of Directors from raising questions or concerns about issues relating to the interests of the Orient community when the need for immediate response prevents a matter from being brought before the full membership. Copies of any such written position shall be promptly made available to all members.

Section 3. The President shall make an annual report to the members at the annual meeting, and the Treasurer shall report on the Association's income and expenditures during the previous calendar year.

Section 4. A special meeting of the membership must be called by the Board of Directors upon receipt of a request for such a meeting signed by at least twenty percent of the members in good standing.

Section 5. At all meetings of members of the Association, a quorum for the transaction of business shall consist of the members entitled to cast thirty (30) votes or one-tenth of the total number of votes entitled to be cast, whichever is the lesser. Written proxy votes shall count toward a quorum.

ARTICLE X: ELECTIONS

Section 1. A nominating committee of five members, two and only two of whom shall be members of the Board of Directors of the Association, shall be appointed by the President with the approval of the Board of Directors. The nominating Committee shall prepare a slate of candidates for the offices of the Association (Article VI, Section 1) to be submitted to the general membership at the annual meeting. Nominations also may be made from the floor at that time.

Section 2. The election may be conducted by a show of hands or by secret ballot if it is requested and approved by a majority of the members present (including proxies). Election shall be by a majority vote of the members in good standing, present and voting.

Section 3. The election shall be held at the conclusion of the other business of the annual meeting, and the newly elected officers shall be presented to the membership. The newly elected President shall then formally close the meeting.

ARTICLE XI: DUES

Section 1. Annual membership dues shall be determined by the Board of Directors, subject to the approval of the majority of the members either present at a general meeting of the Association or responding to a proposal presented by mail or electronic communication.

Section 2. Only those members who have paid their dues within 12 months preceding any vote or election to office, shall be considered members in good standing, eligible to vote and to hold office.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XIII: AMENDMENTS

These bylaws may be amended at any general meeting of the membership by a two-thirds vote of the members present, provided that the proposed amendment(s) has been submitted to the Board of Directors for consideration at least three weeks prior to the meeting, and further provided that written notice of such proposed amendment(s) and of the meeting shall have been given to the entire membership at least one week prior to the meeting.

ARTICLE XIV: TERMINATION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.