

FIELDSTON PROPERTY OWNERS' ASSOCIATION, INC.

BY-LAWS

As amended February 13, 1950  
March 3, 1970, November 16, 1981  
December 5, 1985, December 8, 1991  
December 1998 and September 17, 2006

FIELDSTON PROPERTY OWNERS' ASSOCIATION, INC.

BY-LAWS

**ARTICLE I**

NAME

The name of this Association shall be:

FIELDSON PROPERTY OWNERS' ASSOCIATION, INC.

**ARTICLE II**

PURPOSE

The purpose of this Association shall be:

To preserve and develop the settlement known as Fieldston, Riverdale, in the County of Bronx, City and State of New York, as a well-kept and properly maintained residential section; to take all reasonable and lawful means for the improvement and betterment of the said area; to take all appropriate and lawful means of maintaining and enforcing the restrictions upon the property contained in said area; to acquire title to and hold property as may be granted or obtained, by deed or otherwise, for the benefit of all property owners in said area, and to make use of such property, property rights, choses in action and claims as may be transferred and assigned to it in any manner, or otherwise; and among other things to pave, repair and replace the sewers lying under its private streets and roadways to the extent that such sewers are the property of the corporation and to the extent that is required by applicable law; to remove leaves and debris from the streets and roadways; to care for and maintain Delafield Pond and Park, its trees and shrubbery, as well as all other trees and shrubbery located on the corporation's property; to design and erect such signs and notices as may be required to define the private character and nature of the area; to provide a patrol to police the area for security purposes and to enforce its parking and other regulations; to fix and levy assessments and dues to defray the costs of carrying out the foregoing purposes; and to acquire and use such property and property rights as a corporation of this kind and character is authorized and permitted to acquire and use under and by virtue of the laws of the State of New York; and to do any and all things permitted to corporations of like character.

## **ARTICLE III**

### **MEMBERSHIP**

Section 1. Each person who is a record owner of real property in the settlement known as Fieldston, Riverdale-on-Hudson, in the County of Bronx, City and State of New York is a member of this Association. Membership shall terminate automatically in case any member disposes of all his real estate in Fieldston.

Section 2. A member is not a member in good standing unless the member is current in the payment of all assessments, interest, late payment charges and other charges or amounts due to the Association. Except as provided in Section 3 of this article, only members in good standing may vote, be counted for a quorum, speak at Association meetings, serve as a Director, Officer or Nominating Committee member, sign nominating or other petitions, or exercise or enjoy any of the other rights and privileges of an Association member.

Section 3. A spouse or domestic partner of a member in good standing may speak at Association meetings and may serve as a Director, Officer or Nominating Committee member, except that the spouse or domestic partner may not serve on the Board of Directors or the Nominating Committee while the member is sitting on either body. With the permission of the presiding officer, any person may speak at an Association meeting.

Section 4. For purposes of voting, giving proxies, quorum or signing nominating or other petitions, members of a single household and multiple owners of a single property shall be counted as one member.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. The management of the affairs of this Association shall be vested in a Board of Directors who shall be elected by the Association at the annual meeting and shall be members of the Association. Said Board shall be divided into three classes of three directors each. At each annual meeting after the first annual meeting, three directors shall be elected to hold office for a term of three years, or until their successors are duly elected and qualify. At the first annual meeting nine (9) directors shall be elected, three to hold office for one year, or until their successors are duly elected and qualify, and three to hold office for two years, or until their successors are duly elected and qualify, and three to hold office for three years, or until their successors are duly elected and qualify. The Board of Directors shall have power to fill for the unexpired term any vacancy occurring in its membership. No director may serve for more than two consecutive three-year terms. Failure of a director to attend two consecutive regular Board meetings shall result in termination of the director's membership on the board unless the absence is excused by a majority vote of the other directors.

Section 2. The Board of Directors shall meet not less than four times a year. Special meetings may be called at any time by the President, and shall be called by him at the request of three directors.

Section 3. A majority of the Board shall constitute a quorum at all directors' meetings.

Section 4. The Board of Directors shall, between September 1 and December 31 of each year, prepare a written budget. The budget shall provide for the paving, repair and maintenance of streets and roadways; the repair, maintenance and replacement of sewers to the extent required by law; the plowing of snow from the street and roadways; the care and maintenance of the Delafield Pond and Park, the trees and shrubberies contained therein and on all the areas owned by the corporation; the hiring and paying of a maintenance crew; providing a patrol to police the area for security purposes and to enforce its parking; and for overhead, administration and such other expenses as may be necessary to carry out the purposes of the Association. The Board of Directors shall enforce its prohibition against parking using all common-law rights as outlined in the Court of Appeals decision, 16 N.Y.2d 267.

Section 5. The Board of Directors shall, after the adoption of the budget, fix the annual assessments to each property owner on a pro rata basis. The assessment shall be based on each city lot, namely, each 2,500 square feet or portion thereof, except that property owners who neither use the Fieldston sewers, nor front or abut on a street or roadway owned and maintained by the Association, shall have their assessments reduced by the amount of money allocated by the Association to the maintenance and repair of such roadways, streets and sewers, and except that the assessment to provide a patrol to police the area for security purposes and to enforce its parking and other regulations shall be on a residence or equivalent basis. Said assessment shall be paid as follows: the first half on or before January 31 of the calendar year and the second half on or before July 31 of the calendar year.

Section 6(a). The budget, when made up and approved by the Board, shall be typed and a copy thereof mailed to each member at his last known post office address at least twenty (20) days before the annual meeting or special meeting at which the budget shall be presented for the consideration of, and adoption by, the members. The budget may be changed, modified and/or amended in such manner as shall be provided for in a resolution adopted by a majority vote of the members present at such meeting or any adjournment thereof. The budget (as changed, modified and/or amended if the same shall have been changed, modified and/or amended pursuant to the foregoing provisions) shall be considered to have been adopted if and when it shall have been approved by a majority vote of the members present at such meeting or any adjournment thereof.

Section 6(b). Nothing in these By-Laws shall be construed to prevent the Board of Directors from proposing, or the membership from adopting, a supplementary or deficiency budget in like manner as described above. Any such supplementary or deficiency budget, and any assessment based thereon, shall not extend beyond the unexpired balance of the then current year.

Section 7. In the event any property owner shall fail to pay any portion of any annual, supplementary or deficiency assessment as and when due, such property owner shall be liable to the Association for interest on such unpaid portion at the maximum legal rate permitted for personal loans by the law of New York State from the date such portion was due until the date of payment thereof and, in the event that the Board of Directors shall retain legal counsel for the collection of any unpaid portion or related interest or late payment charge, such property owner shall, in addition, be liable to the Association for the fees and expenses of such legal counsel. In addition, unless excused by the Board of Directors in its discretion, any such property owner shall be liable to the Association for a late payment charge in the amount of \$100 for each full month such payment or any part thereof is late, up to a maximum late payment charge of a lesser of \$1,200 or the amount of the assessment that remained unpaid one month after the date it was due.

## **ARTICLE V**

### **OFFICERS**

Section 1. The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer. The Secretary and the Treasurer may be the same person. The officers shall be elected by the Board of Directors, from among its own members, immediately following the annual meeting and shall hold office for the one year or until their successors shall be elected and qualify.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

Section 1. The President shall preside at all meetings of the Association and at all meetings of the Board of Directors, shall enforce the By-Laws, decide questions or order and be entitled to a vote in case the meeting shall be equally divided. He shall appoint all committees not otherwise provided for and shall be ex-officio a member of all committees. He shall execute for and in the name of the Association all contracts and other documents regularly approved and authorized by the Board of Directors.

Section 2. The Vice President, in the absence of the President, shall perform all the duties of the President.

Section 3. The Secretary shall keep a correct record of all meetings and actions of the Association and of the Board of Directors; attend to all correspondence relative to the same; shall keep a list of the members and their addresses, description of the property in said Fieldston owned by each of them, maintaining in proper form books therefor which shall be supplied by the Association.

Section 4. The Treasurer shall be the custodian of the Association funds, receiving the same for the Association and depositing the same in such bank or trust company as the Board of Directors shall designate. He shall sign all checks and warrants for the withdrawal and payment of the Association funds. He shall keep appropriate books and accounts for the Association funds, which books shall be supplied to him by the Association, and he shall render to the Association reports of his office and the accounts in his care. He shall furnish and supply to the Association a proper and sufficient bond for the faithful performance of his duties if required by and in amount and form satisfactory to the Board of Directors.

The Board of Directors may appoint an administrative secretary, who may also be added as an authorized signatory on the Association's bank account.

## **ARTICLE VII**

### COMMITTEES

Section 1. The President of the Association shall appoint all committees and their respective members, except that the Nominating Committee shall be elected by the members of the Association as provided in Article IX of these By-Laws.

Section 2. Committee membership shall be limited to members of the Association and persons who reside with a member.

## **ARTICLE VIII**

### MEETINGS

Section 1. The annual meeting of the Association shall be held at such time in each year, and such place, reasonably proximate to Fieldston, as the Board of Directors shall determine.

Section 2. Special meetings of the Association may be called at any time by the Board of Directors or by the President of the Association. Special meetings of the Association shall also be called by the President on a written request set forth in a petition manually signed by ten (10) members of the Association, stating the specific purpose or purposes of the requested special meeting and delivered to the office of the Association. Special meetings of the Association shall be held at such place reasonably proximate to Fieldston as the Board of Directors shall determine or, in the absence of such determination by the Board of Directors, as the President shall determine. In the case of a special meeting of the Association called on the request of members, the meeting shall be held at a date and time determined by the President, which shall be within a reasonable time after receipt of the manually signed petition at the office of the Association.

Section 3. At least twenty (20) days' notice of the annual and special meetings of the Association shall be given by mailing the same to each member of the Association at his last known post office address. Notice of an annual meeting shall be accompanied by any information required by Article IX of these By-Laws. In the case of a special meeting, the notice shall set forth the specific purpose or purposes for which the meeting is called, and the agenda of such meeting shall be limited to the purpose or purposes stated in the notice.

Section 4. At any meeting of the Association a quorum shall consist of the greater of 25 members, or one-tenth of the members, entitled to vote at the meeting, except that a quorum for purposes of voting on any amendment to the Certificate of Incorporation or the By-Laws of the Association shall consist of at least 40 members entitled to vote thereon.

Section 5. At all meetings of the Association each member thereof shall be entitled, subject to Article III of these By-Laws, to one vote on any matter to be voted on by the members, except that elections of Directors and the Nominating Committee shall be governed by Article IX of these By-Laws.

Section 6. Any member of the Association entitled to vote at any annual or special meeting of the Association may designate any other person aged eighteen or older who is a member, or who resides with a member, as the designating member's proxy with full or limited power to vote at such meeting on behalf of the designating member. Such designation shall be made in writing, dated and signed by the designating member. As a condition precedent to the exercise of any such proxy designation, a signed copy thereof must be presented to the secretary of the meeting. For purposes of determining the presence of a quorum, the members of the Association present at a meeting shall include members present in person or by proxy.

## **ARTICLE IX**

### **NOMINATION AND ELECTION OF DIRECTORS**

Section 1. At each annual meeting of the Association three (3) Directors and a Nominating Committee of five (5) persons shall be elected from among the nominees previously nominated in accordance with these By-Laws. Subject to Article III of these By-Laws, each member shall be entitled to vote for three (3) nominees for Director and five (5) nominees for the Nominating Committee. Cumulative voting shall not be permitted. The three nominees receiving the greatest number of votes for Director, and the five nominees receiving the greatest number of votes for the Nominating Committee, shall be elected. Sitting Directors may not serve concurrently as members of the Nominating Committee. No person may serve on the Nominating Committee for more than three consecutive one-year terms.

Section 2. Following each annual meeting the newly-elected Nominating Committee shall elect a chairman from among its members. The Nominating Committee shall nominate three (3) nominees for Directors, and five (5) nominees for the Nominating Committee, to be elected at the next following annual meeting of the Association and shall deliver a report of such nominations, together with a brief statement of each nominee's qualifications and willingness to serve, to the Board of Directors in time to accommodate the notice schedule for such next following annual meeting.

Section 3. Independent nominations for Directors or for the Nominating Committee may be made by petitions manually signed by fifteen (15) members of the Association and delivered to the office of the Association not less than sixty (60) days before the anniversary of the last previous annual meeting of the Association, together with a written statement of not more than three hundred (300) words manually signed by the proposed nominee affirming the nominee's willingness to serve and setting forth the nominee's qualifications to serve as a Director or on the Nominating Committee, as the case may be. Each nominating petition shall be limited to nominating one person for one office. Any nominating petition may be manually signed in multiple counterparts containing, in the aggregate, the original signatures of at least fifteen (15) members of the Association. An otherwise timely and complete nominating petition shall be deemed timely and complete if a copy of the petition and the related nominee's statement, complete with the required signatures, is delivered to the Association's office by facsimile by the required date, provided that the manually signed and complete original copy is delivered to the Association's office by the third business day after the facsimile delivery.

Section 4. The notice for each annual meeting shall contain or be accompanied by the nominations for that meeting made by the Nominating Committee pursuant to Section 2 of this Article and any valid independent nominations for that meeting made pursuant to Section 3 of this Article, and the related statements of the nominees' qualifications and willingness to serve submitted with such nominations. However, the notice shall not be required to include any portion of a nominee's statement that the Board of Directors reasonably determines to be false, defamatory or likely to be injurious to the Association or any member thereof.

## **ARTICLE X**

### **AMENDMENTS**

These By-Laws may be amended by a majority vote of all the members present, in person or by proxy, at a regular or special meeting of the Association at which a quorum is present, provided that a copy of the proposed amendment has been sent to each member by mail at his last known post office address at least twenty (20) days before the time of the meeting.

