

THE COBBLE HILL ASSOCIATION, INC.

BY-LAWS

(As amended November 17, 2021)

ARTICLE 1

Name

Section 1.1. Name. The name of the Corporation shall be The Cobble Hill Association, Inc. (the “Association”).

ARTICLE 2

Purpose

Section 2.1. Purpose. The purposes for which the Association is formed are set forth in full in the Association's Certificate of Incorporation (the "Certificate"), among which are:

- a. The improvement of the Neighborhood while retaining its best traditions;
- b. The development of a sense of individual responsibility to the community;
- c. The dissemination of information and stimulation of action with respect to services and regulations of (New York) City departments; and
- d. The stimulation of pleasant and friendly relations among our neighbors.

The Association is a membership civic league of the type described in Section 501 (c)(4)(A) of the Internal Revenue Code of 1986, as amended (the "Code"). The Association is not organized for profit or financial gain and no part of the assets, income or profits of the Association is distributable to, or inures to the benefit of, the Board, the various Officers and Directors or the members, except to the extent permitted under the Not-for-Profit Corporation Law of the State of New York (New York Not-for-Profit Law § 102(5)(10) and the Code).

No substantial part of the activities of the Association shall be the carrying on of lobbying, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

At all times the Association will conduct its affairs for the promotion of the common good and general welfare of the Neighborhood for the purpose of bringing about civic betterments and social improvements.

ARTICLE 3

Boundaries

Section 3.1. Boundaries. The area of concern of the Association shall be the land encompassed by the south side of Atlantic Avenue, the west side of Court Street, the north side of DeGraw Street, and the east side of Hicks Street, all in the Borough of Brooklyn, the City and State of New York (the “Neighborhood”).

ARTICLE 4

Membership

Section 4.1. Qualifications. Any individual over the age of 18 who (a) subscribes to the purposes set forth in Article 2 above, (b) lives within the boundaries of the Neighborhood, (c) completes a membership form, and (d) pays the Annual Dues of the Association may become a member of the Association and will be considered a member in Good Standing. Membership in the Association shall be available to all such individuals who meet these Qualifications without regard to race, color, creed, sex, national origin, or sexual orientation.

Section 4.2. Classes of Membership. There shall be two classes of membership, Individual/Family and Commercial.

1. Individual/Family Memberships shall be divided into the subclasses set forth below. Each family membership subclass shall entitle two adult members of a household to the membership privileges described in Section 4.3 and 4.4, below:
 - a. Individual Membership
 - i. Individual
 - ii. Senior/student
 - b. Family Membership
 - i. Household member
 - ii. Brownstoner
 - iii. Good Neighbor
 - iv. Landmark
2. Commercial Membership

Section 4.3. Membership Privileges. Only members in Good Standing of the Association shall be eligible to vote at the various meetings of the Association or to serve in any elective, appointive or committee position.

Section 4.4. Residential restrictions on Voting. Notwithstanding the provisions of Section 3 of this Article, above, or any other Article of these By-laws to the contrary, voting for the election of officers and on any other matter that shall come before a meeting of the Association shall be limited to those members in Good Standing whose principal place of residence lies within, or, in the case of Commercial members, who hold legal title to real property and/or who have their principal place of business within, the boundaries set forth in Article 3, above.

ARTICLE 5

Fiscal Year

Section 5.1. Fiscal Year. The fiscal year of the Association shall commence on the first day of May and shall end on the last day of April ("Fiscal Year") in each 12-month period.

ARTICLE 6

Dues

Section 6.1. Annual Dues. The Board of Directors shall, by resolution adopted at a meeting prior to the beginning of each Fiscal Year, determine the annual dues (the "Annual Dues") that shall be payable to the Association during the ensuing Fiscal Year by the various classes of membership described in Section 4.2, above. In the absence of such a resolution, the prior year's Annual Dues rate for each of the classes of membership shall continue for the ensuing Fiscal Year.

Section 6.2. Payment of Dues. Dues shall be due and payable in advance on the first day of each Fiscal Year. Dues shall not be prorated when a Member joins or rejoins after the first day of a given Fiscal Year.

Section 6.3. Defaults and Terminations. Any member who has not paid dues on or before the first day of the Fiscal Year shall no longer be a member in good standing ("Good Standing") and shall be in default.

ARTICLE 7

Officers and Board Members and Their Election

Section 7.1. Number. The elected Board Members of the Association shall be eleven (11) (the “Board Members”), a President, a Vice President, a Secretary, a Treasurer and seven (7) additional Board Members.

Section 7.2. Term of Office. One third of the Board Members shall be elected at the regular community meeting held in May (the “Annual Meeting”) for three-year terms of office which shall run until the election of their successors, and shall assume office following the close of the Annual Meeting. A person shall not be eligible to serve more than two successive three-year terms as President.

Section 7.3. Method of Nomination and Election of Officers and Additional Board Members.

Section 7.3(a). Nominating Committee. The Board shall appoint a Nominating Committee composed of not less than five (5) members of the Association in Good Standing, of whom none shall be members of the Board of Directors, no later than the first day of March in each year. The Nominating Committee shall serve for three years.

Section 7.3(b). Nomination. The Nominating Committee shall meet and nominate the number of Board Members to fill the terms of retiring members including candidates for officers who are retiring. Members of the Nominating Committee may nominate any other member of the Nominating Committee including themselves.

Section 7.3(c). Report. The Nominating Committee will report on its selections to the President who shall cause the report to be sent to all members via email or other electronic distribution no less than fifteen (15) days prior to the Annual Meeting along with notice of Section 7.3(d) of these By-Laws for independent nominations at the Annual Meeting. Electronic mail may be used to send the notice required by this subsection (c). The Nominating Committee shall also report its nominations During the Annual Meeting,

Section 7.3(d). Additional Nominations. During the Annual Meeting, the members in attendance may also make additional nominations other than the Nominating Committee’s nominees.

Section 7.3(e). Eligibility. Only those persons who have signified their consent to serve, if elected, shall be nominated for, or elected as a Director.

Section 7.3(f). Election. Members that attend the Annual Meeting in person shall vote by written ballot. Members that attend by telephone, online video or other electronic form may cast ballots via email or other electronic form. Proxy voting shall not be permitted. The Secretary, assisted by the Vice President, shall count the ballots and announce the results to the Members, during the meeting at which the ballots are cast. Notwithstanding the above if there is only one nominee for any elective office, it shall be in order to move that the Secretary cast the elective ballot of the Association for the nominee for that office.

Section 7.4. Results. The nominees that receive the most votes shall win the election and assume office at the close of the Annual Meeting.

TEMPORARY ARTICLE 7A

Transition to Staggered Terms

Section 7A.1. Purpose. The purpose of this Article 7A is to set forth the procedures for transition to staggered terms for officers and directors set forth in Section 7.2, above.

Section 7A.2. Method. Upon the first election of officers and directors following the adoption of the amendment of these By-Laws, the Nominating Committee shall nominate eleven (11) nominees for directors. The nominees for the offices of President, Vice President, Secretary and Treasurer shall be nominated for three (3) year terms, four directors shall be nominated for two (2) year terms and three directors shall be nominated for one (1) year terms. Thereafter, the Nominating Committee shall nominate each officer or director to a three (3) year term.

ARTICLE 8

Duties of Officers and Directors

Section 8.1. Powers and Duties of Officers and Directors.

Section 8.1(a). President. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the members of the Association and of the Board of Directors. Except for the Nominating Committee, the President shall be a member, ex officio, with the right to vote and participate in the proceedings, of all committees, standing and special, of the Association.

The President shall, at the meetings of the members of the Association and of the Board of Directors, communicate to the members of the Association or to the Board of Directors such matters as the President deems, in the President's opinion, important to promote the purposes of the Association.

The President shall present to the Annual Meeting in May of each year an annual report of the activities of the Association during the preceding Fiscal Year.

The President shall appoint the Membership Secretary from among the members of the Board of Directors and the heads of all committees with the consent of the Board of Directors. The President has the power to sign all deeds and other agreements and formal instruments and to perform such acts as usually pertain to the office of president.

Section 8.1(b). Vice President. The Vice President ("VP") shall act as an aide to the President. The VP shall oversee the activities of the various standing and special committees which relate to the activities of the various agencies and officials of government as well as to those activities which relate to those public and private organizations whose purposes are civic, educational or charitable in nature and that are social and fund-raising in nature.

The Vice President shall also assume such duties as may be assigned by the President or by the Board of Directors and shall preside at all meetings of the members of the Association and of the Board in the absence of the President. In event of the vacancy of the office of President, the VP shall assume the duties of that office until that vacancy is filled.

Section 8.1(c). Secretary. The Secretary shall also be the Secretary of the Board of Directors. The Secretary shall keep the minutes of all meetings of the membership of the Association and of the Board of Directors, preserve all records, documents, letters, and transactions of the Association except for financial, membership, and historical records, have custody of the corporate seal and perform such other duties as may be assigned by the Board of Directors. The Secretary shall deliver to the Secretary's successor, within thirty (30) days of the annual meeting, all property of the Association in the Secretary's possession. The Secretary may maintain the records of the Association electronically on commercially available software.

The Secretary shall also conduct the correspondence of the Association and shall issue, at the call of the President, all notices of meetings of the members and of the Board of Directors, which may be issued by electronic mail. The Secretary shall also perform such other duties as may be assigned by the Executive Board.

Section 8.1(d). Treasurer. The Treasurer shall be the chief financial officer of this Association. The Treasurer shall have general charge of all of the funds of the Association and the Cobble Hill Community Fund and shall collect and receive dues and keep full and accurate accounts of the Association's receipts and expenditures and shall deposit in banks or invest its funds as the Board of Directors shall direct. The Treasurer shall report the financial standing of the Association at each regular meeting of the members and of the Board of Directors and shall provide for the expenditure of funds only in accordance with the rules or orders of the Board of Directors. The Treasurer shall pay no bill unless it has been

properly certified by the officer or by the chairperson of a standing or special committee who is authorized by the Board of Directors to make expenditure in the matter involved.

The Treasurer shall prepare a financial report of the Association prior to the community meetings in May and October or November, that shall be presented to the Board of Directors, or a person designated by the Board of Directors, in a form and for the purpose of reporting as is required by Section 519 of the Not-for-Profit Corporation Law of the State of New York. The Treasurer is also responsible for preparing annual financial reports that shall be presented to the President in a timely fashion in a form and for the purpose of reporting as is required under the Internal Revenue Code and under any other law or rule or regulation of any governmental body or organization.

No later than sixty (60) days before the end of the Fiscal Year, the Treasurer shall prepare, in a form that shall be prescribed by the Board of Directors, a proposed budget for the subsequent Fiscal Year that shall be presented to a meeting of the Board of Directors.

The Treasurer's accounts shall be subject to such annual or periodic audits as the Board of Directors may prescribe. The Treasurer shall deliver to the Treasurer's or her successor within thirty (30) days after the close of the Fiscal Year all property of the Association within his or her possession.

Section 8.2. Membership Secretary. The President shall appoint from among the members of the Board of Directors a Membership Secretary who shall keep a roll of the membership of the Association and shall furnish the Treasurer with the names of all persons who have become members. The membership list shall be maintained electronically.

Within five (5) days following the last day of the Fiscal Year, but under no circumstances, not later than the Annual Meeting, the Membership Secretary shall compile a membership report that shall be presented to the Board of Directors, or a person designated by the Board of Directors, in a form and for the purpose of reporting as is required by Section 519 of the Not-for-Profit Corporation Law of the State of New York, including the number of the members of the Association as of the date of the report, together with a statement of the increase or decrease in such number during said fiscal period, and a statement of where the membership list with the names and residences of the current members may be found.

The Membership Secretary shall be chairperson of the Membership Committee (the "Membership Chair"). The Membership Secretary shall perform such other duties as may be assigned by the Board of Directors. The Membership Secretary shall deliver to his or her successor, within thirty (30) days following the Annual Meeting, all property of the Association in the Membership Secretary's possession.

ARTICLE 9

Board of Directors

Section 9.1. Powers. The Board of Directors (the “Board”) shall have the general management of the affairs, funds and property of the Association.

The Board shall have full power and it shall be their duty to conduct the affairs of the Association in a manner consistent with the purpose of the Association according to its Certificate and these By-laws and the New York Not-For-Profit Law.

Section 9.2(a). Members. Voting Members. The Board shall consist of the eleven (11) elected directors of the Association as set forth in Article 7, above, who shall be the voting members thereof

Section 9.2(b). Non-Voting Members. The chairpersons of the various standing and special committees shall be, ex officio, non-voting members of the Board, entitled to attend and participate in Board meetings provided they are also members in Good Standing of the Association.

Section 9.3. Meetings. The President shall preside at all meetings of the Board and shall call an organizational meeting of the Board within thirty (30) days after the Annual Meeting at which an election for President has been held; and the President shall, thereafter, have monthly regular meetings at such times and places as the Board in its sole discretion shall determine, except that meetings during the months of July and August may be omitted by resolution of the Board.

Notices of all regular Board meetings shall be sent by electronic mail to each Board member, at least ten (10) days before the time appointed for the meeting, by the Secretary by electronic mail. A special meeting of the Board may be called at any time by the President, or upon written request of no less than six (6) voting members of the Board and transmitted to the Secretary. In such case, no less than two (2) days' notice by electronic mail shall be given to the members of the Board stating the time, place and purpose of the meeting. Notwithstanding the above, the two (2) days' notice provision may be waived, in the case of an emergency, provided that all the voting members of the Board shall waive notice of such meeting in writing by electronic mail. No business shall be conducted at such a special meeting except as specified in the notice of such special meeting so given.

Section 9.4. Form of Meeting. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee, as applicable by means of a telephone conference, online videoconference, or similar communications equipment allowing all person participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting and each eligible Board member may vote regardless of the medium through which the board member is attending.

Section 9.5. Action by Majority. The Board may take any action permitted by the New York Not-for-Profit Law by majority vote of the voting members.

Section 9.6. Action without a Meeting. Any action required or permitted to be taken at any meeting by the Board or any committee thereof may be taken without a meeting if all of the members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action and the resolution and the written consents are filed with the minutes of proceedings of the Board or the committee. Action by such unanimous written consent of the members of the Board or any committee thereof may also be taken via email without actual signatures, but only if it can reasonably be determined that each and every email transaction was authorized by the Board member.

Section 9.7. Quorum. Six (6) voting members of the Board shall constitute a quorum for the transaction of business and a Board member will count towards the quorum regardless of whether the Board Member is participating in the meeting in person or by electronic means. If no quorum is obtained, then those present in any form may adjourn the meeting to a later date which shall be no more than seven (7) days in the future.

Section 9.8. Record of Proceedings. The Board, by the Secretary, shall keep a record of its proceedings and shall report at the Annual Meeting in May, or any other regular or special meeting of the members of the Association, any matter which, in its judgment, requires action by the Association.

Section 9.9. Coordination of Committees. The Board shall, from time to time, adopt measures for coordinating the work of the various standing and special committees and may add to the functions conferred upon any such committee by these By-laws, and may terminate such added functions at any time. The Board shall have the power to resolve conflicts of jurisdiction or other controversies between the committees, standing and/or special.

Section 9.10. Control of Property. The Board shall have the control of the custody, investment, expenditure, and disposal of all property of the Association. The Board may authorize contracts to be negotiated and executed on behalf of the Association by one or more of its officers or by any standing or special committee's chairperson or member thereof.

Section 9.11. Employees. The Board may, from time to time, appoint and employ an Executive Secretary or other persons to assist the various elected officers in performing their duties and may appoint or employ other persons to perform any such duties as may be approved by the Board. The Executive Secretary or other persons so appointed or employed need not be members of the Association. Article 4, above, notwithstanding.

ARTICLE 10

Resignations; Removals from Office; Disability or Death of An Officer; Filling of Vacancies

Section 10.1. Resignation. Any Member of the Association may resign his or her membership in the Association and any board member or committee chairperson may resign his or her office, by written notice to the Membership Chair in the case of a resignation from the Association, and by written notice to the Secretary or by an oral declaration at a meeting of the Board, in the case of an board member officer or committee chairperson.

Section 10.2. Removal from Office. Any board member elected by the membership may be removed from office, with or without cause, either at a special meeting of the membership called for that purpose on at least fifteen (15) days' notice prior to such meeting in writing or by electronic mail to all members, according to Section 21.2, below, the usual three (3) days' notice provision of that Section notwithstanding or any Annual Meeting, by a majority vote of those members in good standing present at the Special Meeting or Annual Meeting as applicable, and voting. Upon such a removal from Board, that Board position shall be declared vacant and shall be filled pursuant to Section 10.4, below.

Any standing committee chairperson may be removed, with or without cause, by the Board; any special committee chairperson and any member of any standing or special committee may be removed, with or without cause by the President or the Board. The chairperson and/or members of the Nominating Committee may only be removed by vote of the Board and only for cause.

Section 10.3. Disability or Death of A Board Member. In the event of a permanent disability or death of a Board Member or committee chairperson, his or her office shall be declared vacant by the Board.

In the event of a temporary disability of a Board Member, the Board shall appoint a member in good standing of the Association to act in the place of such Board Member with all of his or her powers while such disability continues; notwithstanding the above, in the event of the temporary disability of the President, only the Vice President shall be appointed unless the Vice President is unwilling to serve; in the event of the disability of a committee chairperson, the President shall appoint another member in good standing of the Association to act in the place of that chairperson while such disability continues.

The determination of disability, permanent or temporary, shall be in the sole discretion of the Board, in the case of a Board Member, and of the President in the case of a committee chairperson, and that determination shall be final.

Section 10.4. Filling of Vacancies. Vacancies, whether by resignation, death, permanent disability or removal from office, among the Board Members shall be filled by direct appointment by the Board. Vacancies of elected Board Members so filled shall be only for that part of the unexpired term of office remaining until the next Annual Meeting at which there is an election of officers, at which time the remaining portion of that unexpired term of office, if any, shall be filled by election according to the procedures of Section 7.3, above.

ARTICLE 11

Committees

Section 11.1. Standing Committees. The Standing Committees ("Standing Committees") of the Association shall be as follows:

Membership: Article 13

Landmark Preservation: Article 14

Cobble Hill Park: Article 15

Historical: Article 16

Police and Sanitation: Article 17

Section 11.2. Appointment. The President shall be empowered to appoint chairpersons of the Standing Committees to terms not to exceed three (3) years, but in no event shall the term of such an appointment extend beyond the date of the Annual Meeting in May at which an election for President is held. Each incoming President shall appoint the various chairpersons of the Standing Committees within thirty (30) days of assuming office and shall fill any vacancies that shall occur, from time to time, among the chairpersons of the Standing Committees within thirty (30) days after the date that such vacancies occur. The membership of each Standing Committee shall be chosen by its chairperson, in consultation with the President. No Standing Committee member's term shall exceed that of its chairperson.

Section 11.3. Nominating Committee. Notwithstanding any provision of this or any other Article, the Nominating Committee shall only be constituted and shall only operate as provided in Section 7.3, above.

Section 11.4. Special Committees. The President shall be empowered to form special committees from time to time and to appoint the chairpersons and members thereof, and may, as the President deems necessary, disband any special committee at any time. All special committees shall be automatically disbanded as of the date of the Annual Meeting in May at which an election for President is held unless, at the close of such Annual Meeting or within 30 days thereafter, such committee is continued in existence and its members reappointed by the President elected at such Annual Meeting.

ARTICLE 12

General Provisions Concerning Committees

Section 12.1. Applicability. This Article shall apply to all standing and special committees; however, it shall not be construed as being applicable to the Nominating Committee.

Section 12.2. Number of Members. Each standing and special committee shall have its minimum number of members fixed by the Board but, with the exception of the Historical Committee, this number shall not be less than three (3). In the case of Standing Committees, it shall be the primary responsibility of the chairperson to see that any vacancies on his or her committee are promptly filled.

Section 12.3. Organizational Meeting. Within thirty (30) days of his or her appointment, the chairperson of each standing or special committee shall call an organizational meeting of the committee. At such meeting, the committee shall elect a secretary and may elect a vice chairperson and/or treasurer. In the absence of the chairperson, the vice chairperson, if and when elected, shall exercise and discharge the chairperson's functions and duties.

Also at the organizational meeting, the committee shall adopt a proposed work plan, in such format as the President or the Board shall prescribe, for the committee's activities for the balance of the fiscal year, or for such other period of time as the President or the Board may direct, for presentation to the Board by the chairperson or his or her delegate at the next regular meeting of the Executive Board. The proposed work plan, if appropriate, shall contain a proposed budget of committee income and expenditures.

Section 12.4. Meetings. Subsequent to its organizational meeting, each committee chairperson, unless directed by the Board to the contrary, shall call committee meetings no less than once each month, except in the months of July and August. The chairperson shall direct the committee secretary to, or shall him or herself, notify each member of the committee no less than three (3) days prior to a committee meeting by electronic mail.

Section 12.5. Records of Proceedings. Each committee shall keep minutes of attendance and the proceedings of its meetings in a form specified by the Secretary of the Association. The minute book of each committee shall be left in the custody of the Secretary whenever so directed by the President; furthermore, copies of all minutes of all meetings of committees shall be promptly filed with the Secretary.

Section 12.6. Reports. The chairperson of each committee, or his or her designee, shall report to the Board at a scheduled Board meeting on a quarterly basis, on the proceedings and other activities of such committee and lay before the Board for action any recommendations which such committee may make for the expenditure of monies or other matters. Each of the Standing Committees, and any of the special committees, if directed by the Board, shall prepare and present an annual report of its activities, in such form as the Board shall direct, to the Board on or before the last day of the Fiscal Year, and, if so directed by the Board, this annual report shall be presented to members of the Association at the Annual Meeting in May.

Section 12.7. Failure of Committees to Hold Meetings. If the records of the Association as maintained by the Secretary indicate that no meeting of a committee has taken place for six (6) months, unless the Board, acting pursuant to Section 12.4, above, has directed that no meetings need be held during such six-month period, or that no annual report has to be filed pursuant to Section 12.6, above, then the Secretary of the Association shall notify the President of this circumstance, and shall automatically place on the agenda of the next regular meeting of the Board, the question of appropriate action that shall be taken as to the status of such committee.

Section 12.8. Committee Members Attendance. Committee members are expected to attend all meetings of their committees. Any committee member, other than the President serving as an ex officio member, who is absent from

three (3) consecutive committee meetings, unless excused by the committee chairperson, shall be automatically removed as a member of that committee. On the occurrence of such a vacancy, the chairperson of that committee shall take whatever action is appropriate to fill the vacancy promptly.

ARTICLE 13

Membership Committee

Section 13.1. Duty. It shall be the duty of the Membership Committee to formulate and to execute an appropriate plan to increase the membership of the Association.

Section 13.2. Additional Duties. The Membership Committee shall also have the responsibility for determining the willingness and ability of the various members of the Association to serve on the committees of the Association and shall be responsible for informing the various Standing Committee chairpersons of this information in a timely fashion.

Section 13.3. Chairperson. The Chairperson of the Membership Committee shall be the person on the Board of Directors designed by the President to be in charge of membership as set forth in Section 8.1, above, the provisions of Section 11.2 notwithstanding.

ARTICLE 14

Landmark Preservation Committee

Section 14.1. Duty. It shall be the duty of the Landmark Preservation Committee to protect, preserve, and promote the integrity of the architectural heritage of Cobble Hill. It shall also be the duty of this committee to be cognizant of all federal, state and local historic architectural preservation statutes, rules, and regulations and to monitor the effectiveness of their enforcement by the various agencies of government so charged. It shall also be the duty of this committee to establish and maintain a harmonious and working relationship with the various non-governmental historic preservation advocacy organizations such as, the Historic Districts Council, the Preservation League of New York State, the National Trust for Historic Preservation and the Municipal Arts Society.

Section 14.2. Chairperson. The chairperson of this committee shall be a person generally familiar with the local architectural history, building, and land use laws and practices and preservation statutes, rules, and regulations. Subject to the control of the Executive Board, the chairperson shall serve as the chief liaison person between the Association and the New York City Landmarks Preservation Commission and its staff, the New York State Parks and Recreation Commission and its historic preservation staff, and the Office of Archeology and Historic Preservation of the National Park Service of the United States Department of the Interior, and the Advisory Council on Historic Preservation and their respective staffs as these governmental bodies relate to the Cobble Hill Historic District.

Section 14.3. Workplan. This committee, in establishing a proposed working plan, pursuant to Section 12.3, above, shall include a proposed scheme for monitoring the Cobble Hill Historic District and for the education of owners of real property located therein as to their legal responsibilities, duties, and benefits under the various federal, state, and local historic preservation statutes, rules, and regulations.

Section 14.4. Appraisal and Recording. The chairperson of this committee shall keep the President, or the Vice President, if so designated by the President, apprised of all of his or her correspondence, meetings, or other contacts with any governmental body, officer or staff persons, and shall file with the Secretary of the Association copies of all correspondence with such bodies or persons. No member of this committee shall testify at a public hearing without the prior approval of the President, or the Vice President, if the member is so designated for this purpose, and all written statements and testimony shall be presented in advance when feasible and, in any event, promptly thereafter to a regular meeting of the Board for inclusion in the minutes of the Board.

ARTICLE 15

Cobble Hill Park Committee

Section 15.1. Duty. It shall be the responsibility of the Cobble Hill Park Committee to monitor the effectiveness of the City of New York in maintaining, protecting, preserving, and improving the Cobble Hill Park as an asset to the Cobble Hill community. It shall be the duty of this committee to establish and maintain a harmonious and working relationship with those agencies of government which have jurisdiction over the Cobble Hill Park.

It shall also be the duty of this committee to review on an on-going basis the needs for (1) planting, protecting, maintaining and enhancing the trees and other plants; (2) park furniture; and (3) other assets of the park. In this regard, this committee shall be charged with maintaining a harmonious working relationship with the Cobble Hill Tree Fund and other similar or successor charitable organizations which are recognized as tax exempt under Section 501 (c)(3), and contributions to which are allowable as charitable deductions under Section 170, of the Code and whose activities include, but are not necessarily limited to, the planting, protection, maintenance, and enhancement of public parklands and public streets within the Community, including Cobble Hill Park and Henry Street Parks I, II, and III.

Section 15.2. Study. This committee shall oversee all voluntary citizen participation and involvement in preserving and upgrading this public facility and shall be responsible for organizing or assisting with any events of the Association of a service and/or social or cultural nature to be held within the Cobble Hill Park.

Section 15.3. Coordination. In coordination with the Trees Committee described in Article 14, above, the Cobble Hill Park Committee shall perform jointly those duties which relate to the trees and other plants which are located within the Cobble Hill Park.

ARTICLE 16

Historical Committee

Section 16.1. Duty. It shall be the duty of the Historical Committee to study and report on the history of Cobble Hill and to be custodian of, and to maintain and preserve, the Association's historical records and documents and other archives relating to the history of Cobble Hill.

Section 16.2. Chairperson. The chairperson of this committee shall be designated as the Historian of the Association.

ARTICLE 17

Police and Sanitation Committee

Section 17.1. Duty. It shall be the duty of the Police and Sanitation Committee to study the needs for, and to monitor the effectiveness of, the police and sanitation services provided by the City of New York to the residents, businesses, and institutions within the Neighborhood. This committee may also study the need for, and sponsor, on behalf of the Association, programs of voluntary citizen involvement in supplementing and enhancing these municipal services.

It shall be the duty of this committee to establish and maintain a harmonious working relationship with the Police and Sanitation Departments of the City of New York and to this end, the chairperson, or members of this committee who the chairperson shall delegate, shall represent the committee at all meetings of the local precinct community council and at other similar citizens' meetings which particularly relate to the provision of these municipal services.

Section 17.2. Chairperson. The chairperson of this committee shall, subject to the control of the Board, serve as the chief liaison person between the Association and the local police precinct and the local sanitation district.

ARTICLE 18

Membership Meetings

Section 18.1. Regular Meetings. There shall be two regular meetings of the Members of the Association, one to be held during the month of October or November and another to be held during the month of May of each Fiscal Year, each at a time and place to be determined by the Board.

Section 18.1(a). Notice. Written notice of each regular meeting of the members, including the purpose or purposes for which the meeting is call and stating the place, date and hour thereof, shall be given either by electronic mail (email) or by physical mail, to each member of the Association at his or her physical address or email address, as applicable, as the same appears in the membership records of the Association. Notice shall be given not less than fifteen (15) nor more than fifty (50) days before the date of any regular meeting.

Section 18.1(b). Annual Meeting. The May regular meeting shall be the annual meeting of the Association (the "Annual Meeting").

Section 18.2. Special Meetings. A special meeting of the members of the Association may be called at any time by the President.

A special meeting of the members of the Association shall be called upon either (1) a written demand signed by not less than ten (10) members in good standing and given to the Secretary or (2) not less than three (3) days' written notice by electronic mail of such special meeting, stating the time, place and purpose of the meeting shall be given to the members at their last electronic mail addresses appearing in the membership records of the Association. No business shall be conducted at such a special meeting except as specifically stated in the notice of such special meeting.

Section 18.3. Quorum and Voting. Ten (10) members of the Association, in good standing, shall constitute a quorum for the transaction of business at any regular or special meeting of the members of the Association. If no quorum is obtained, then those members present at such a meeting may adjourn the meeting to a later time which shall be no more than seven (7) days in the future.

All members (as defined in Section 4.4) in Good Standing shall have equal voting rights for all matters that come before a meeting of the members of the Association. There shall be no proxy voting.

Section 18.4. Rules of Order. Roberts Rules of Order, as last revised, shall govern the proceedings of all meetings of the members of the Association and of the Executive Board.

ARTICLE 19

Seal

Section 19.1. Seal. The seal of the Association shall be circular and shall show around its circumference the words "The Cobble Hill Association, Inc.", and in its center the words and figures "Corporate Seal, 1959".

ARTICLE 20

State Law Requirements

Section 20.1. Requirements. The President, acting on behalf of the Board, shall present as part of his or her annual report presentation at the Annual Meeting, as required by Section 8.1, above, a report, in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York, which shall be verified by the President and the Treasurer or by the majority of the voting members of the Board or certified by an independent public accountant or firm of accountants selected by the Board, containing the following information:

Section 20.1(a). The assets and liabilities of the Association including the trust funds, if any, as of the end of the last Fiscal Year prior to such Annual Meeting; and

Section 20.1(b). The principal changes in assets and liabilities including the trust funds, if any, during the Fiscal Year immediately preceding the date of the report; and

Section 20.1(c). The revenues or receipts, both unrestricted and restricted, of the Association for the Fiscal Year immediately preceding the date of the report; and

Section 20.1(d). The expenses or disbursements of the Association, for both general and restricted purposes, for the Fiscal Year immediately preceding the date of the report; and

Section 20.1(e). The number of members in Good Standing of the Association as of the date of the report, together with a statement of increase or decrease in such number during the Fiscal Year immediately preceding the date of the report; and a statement of the place where the names and places of residence of the current members may be found.

The report shall be filed with the records of the Association in the possession of the Secretary and a copy shall be entered into the minutes of the Annual Meeting.

ARTICLE 21

Conflict of Interest

Section 21.1. Conflict Defined. A conflict of interest may exist when the interest or activities of any member of the Board or employee of the Association may be seen as competing with the interests or activities of the Association, or the Director or employee of the Association derives a financial or other material gain as a result of a direct or indirect relationship.

Section 21.2. Disclosure Required. Any possible conflict of interest shall be disclosed to the Board by the person concerned.

Section 21.3. Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the board, the interested person shall call it to the attention of the Board or its appropriate committee and such person shall not vote on the matter; provided however, that any member of the Board disclosing a conflict of interest may be counted in determining the presence of a quorum, at a meeting of the Board or a committee thereof.

Section 21.4. Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

Section 21.5. Minutes. The minutes of the meetings of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 21.6. Annual Review. A copy of this conflict of interest by-law shall be furnished to each member of the Board and employee who is presently serving the Association, or who may hereafter become associated with the Association. This policy shall be reviewed annually for the information and guidance of the Board members and employees. Any new Board member or senior employee shall be advised of this policy upon undertaking the duties of such office.

ARTICLE 22

Amendments

Section 22.1. Amendments. These by-laws may be amended at any regular meeting of the Association by a two-thirds vote of the Members eligible to vote, present and voting, or by the same fractional vote of a special meeting of the members of the Association called for that purpose, provided that the text of the by-laws with such proposed amendment or amendments shall have been electronically mailed to the members of the Association at their last electronic mail addresses appearing in the membership records of the Association with the notice of such meeting at least fifteen (15) days in advance of the date of such meeting, notwithstanding the notice provisions pertaining to special meetings, otherwise applicable, of Section 18.2, above. Action on such proposed amendments shall be had at that meeting or at any subsequent regular or special meeting, provided that no action shall be taken at any subsequent meeting, unless the notice of said meeting is given at least fifteen (15) days in advance and states that the proposed amendment will be presented for further consideration and action.

Section 22.2. Proposal of Amendments. Proposed amendments may be initiated by Members of the Association by submitting them in writing, duly subscribed by at least six (6) members of the Association in Good Standing, to the Secretary, who shall thereupon give notice thereof in the manner prescribed in Section 22.1, above. In the event the Secretary shall fail to cause such notice to be sent by electronic mail to the Members of the Association, any of the members proposing such amendment shall have the right, by written demand served upon the Membership Chair, to obtain a list of the names and addresses of the Members of the Association for the purpose of sending such proposed amendment by electronic mail to the members of the Association. If the President, after a demand for the list of members, schedules a special meeting but the fifteen (15) day notice requirement contained in Section 22.1 cannot be met because the Secretary failed to cause the notice to be electronically mailed, or if the President refuses to schedule a special meeting, then, following the receipt of the membership list any of the members proposing such amendments may schedule such special meeting at a reasonable time and place at the earliest practicable date consistent with the fifteen (15) day notice provision of Section 22.1, above, even if the provision of Section 21.3, above, requiring a written demand of not less than ten (10) members in Good Standing to call a special meeting may not have been complied with.

Section 22.3. Voting. Upon consideration of any proposed amendments, amendments thereto may be offered and voted upon at the meeting.