

BY-LAWS

THE SHIPPAN POINT ASSOCIATION, INCORPORATED

(As Amended January 11, 2018)

ARTICLE I – MEMBERSHIP AND VOTING

Section 1. Eligibility for Membership. Any person residing in the area known as Shippan Point in the City of Stamford, State of Connecticut, defined as that land area south of the intersection of Shippan and Magee Avenues and West Beach, and the condominium owners associations of Harbor House, Palmer Landing and Schooner Cove shall be eligible for membership in the Shippan Point Association, Inc. (hereinafter called the “Association”); provided, however, that no person(s) at the same address shall be entitled to more than one membership.

Section 2. Statement of Purpose. The Shippan Point Association, Inc., is a voluntary, non-political, nonprofit corporation organized to safeguard the mutual interest and welfare of its members; to preserve and enhance the physical beauty and tranquility of the area; to ensure the safety of its inhabitants; to protect the integrity of the environment and the historic nature of Shippan Point as well as the value of the individual properties located therein; and to do all and everything necessary, suitable, and proper for the attainment of any of these purposes, including, without limitation, submissions to and appearances before municipal, state, and federal boards and agencies.

Section 3. Classes of Members. There shall be two classes of members: Active members and Honorary members. Active members shall be those who are eligible per Article I, Section 1 and whose written or oral applications for membership have been approved by a majority of the Board of Directors present and voting at any meeting of the Board of Directors. The action of the Board of Directors taken as provided herein shall constitute a final determination of the eligibility of the applicant for membership. Honorary members shall be those persons who, in recognition of their services to the Association, have been proposed for such membership by a vote of two-thirds of the members of the Board of Directors present and voting at any meeting of the Board of Directors and have been elected as such by a majority vote of the members of the Association present and voting at any meeting thereof.

Section 4. Voting. Each member of the Association shall be entitled to one vote at any meeting or other proceeding of the Association.

Section 5. Termination of Membership. Membership in the Association shall forthwith terminate upon the happening of any of the following contingencies:

- (a) In the case of a person, whose membership depends upon the ownership of property on Shippan Point, when such ownership terminates.
- (b) In the case of a person whose membership depends upon permanent residence on Shippan Point, when such residence ceases.
- (c) Death.
- (d) Upon receipt by the Secretary of the resignation in writing of any member.
- (e) Delinquency in the payment of dues as required in Article II hereof for one fiscal year.

ARTICLE II - DUES

Section 1. Payment. Active members shall pay annually to the Treasurer of the Association dues in such amount as the Board of Directors may from time to time determine. Such dues shall cover the fiscal year of the Association which shall commence on January 1st of each year and end on December 31st of the same year. Bills for dues covering said fiscal year shall be mailed or emailed to each active member by the Treasurer at the beginning of each fiscal year and shall be due upon receipt.

Section 2. Delinquency. The Treasurer shall from time to time, at the request of the President, report to the Directors the names of such active members as are delinquent in the payment of dues, and the Board of Directors may, at any meeting, by vote of the majority of the members of the Board of Directors present and voting suspend any member delinquent in the payment of dues from all privileges of membership, including specifically the right to vote at any meeting or other proceeding of the Association, until such delinquency is cured. Any member of the Association who shall be suspended as aforesaid shall be notified in writing by the Secretary of the Association that such action has been taken.

Section 3. Exemption from Payment. Honorary members shall have all of the privileges of active membership but shall be exempt from the payment of dues.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Association for the election of directors and for the transaction of any other business as may properly come before the meeting shall be held once each year in the month of May on such day as shall be fixed by the President. Such annual meeting shall be open to members of the Association for the transaction of any business within the power of the Association.

Section 2. Special Meetings. Special meetings of the Association shall be called by the request of the President or the Chairman of the Board of Directors of the Association or upon written request to the Secretary by one-third of the membership of the Association in good standing at the time the request is made or upon written request to the Secretary by not less than seven members of the Board of Directors provided, however, that if a matter has been considered at any special meeting properly called, no special meeting may be called to consider the same matter for one year.

Section 3. Notice of Meeting. Written notice of meetings of the Association shall be made as follows:

- (a) **Annual Meeting.** Notice of the annual meeting of the Association shall be mailed or sent by email by the Secretary to each member at his street address or email address as the same appears on the records of the Secretary of the Association, not less than ten (10) nor more than forty (40) days prior thereto. Such notice shall state the time when and the place where it is to be held but need not state the purpose or purposes for which the meeting is called unless same is required by law, by the Certificate of Incorporation or by these By-Laws.
- (b) **Special Meeting.** Notice of the time and place of any special meeting shall be mailed or sent

by email to each member of the Association at his street address or email address as the same appears on the records of the Secretary of the Association not less than three (3) nor more than ten (10) days prior thereto. Special meetings shall be held at such time and place as may be determined by the Secretary consistent with giving notice as required herein to the members. Notice of special meetings of the Association shall state the purpose or purposes for which the meeting is called.

- (c) Waiver of Notice. No notice of the time, place, or purpose of any meeting need be given to any member who attends such meeting in person or to any member who, in writing executed and filed with the records of the Association, either before or after the holding of such meeting, waives such notice and consents to the transaction of business thereat.

Section 4. Quorum. At any meeting of the Association, twenty-five members shall constitute a quorum. In the absence of a quorum, any officer entitled to preside at such meeting or in the absence of such officer, any director may adjourn the meeting from time to time until a quorum shall be present.

Section 5. Financial Report. At the annual meeting of the Association, the Treasurer shall submit a financial report. The report of the Treasurer shall not be required to have been previously audited unless the Board of Directors shall require such an audit. In the event such an audit shall be required, the President shall appoint an Audit Committee of two members of the Association who shall audit the books of the Treasurer and make a report of its audit to the annual meeting in May. There shall be such an audit at least once every three years.

ARTICLE IV – NOMINATION, ELECTION, AND TERM OF OFFICERS AND DIRECTORS

Section 1. Election of Officers. The officers shall be elected at the first meeting of the Board of Directors held each fiscal year by a vote of a plurality of those Directors of the Association present and voting. Each such officer shall hold office for two (2) years, or until a successor shall have been elected, or until death or resignation, or until he or she shall have been removed, or ceases to be a member of the Association.

Section 2. Election of Directors.

- (a) Fifteen (15) to twenty-one (21) members of the Association shall be members of the Board of Directors, five to seven of whom shall be elected at the annual meeting of the Association in each year by a plurality of those members of the Association present and voting. No appointed or elected municipal or government officials, including, but not limited to members of the Board of Representatives are permitted to serve as a Director of the Association.
- (b) Upon election, each Director shall hold office for a period of three (3) years and until a successor shall have been elected at a subsequent annual meeting, or until death or resignation of such director or until such director shall ceases to be a member of the Association.
- (c) Each condominium owners' association(s) is entitled to designate one representative Director ex-officio who shall have the right to vote at any meeting or proceeding of the

Board of Directors.

- (d) If at any time the number of Directors is less than twenty-one (21), the Board of Directors may elect an additional Director or Directors by a majority vote and each such Director shall serve until the next annual meeting, or until such Director dies, resigns or ceases to be a member of the Association.
- (e) Each officer of the Association shall be a Director ex-officio, in the event that he or she is not a duly elected Director of the Association.

Section 3. Nominations. Prior to the first day of March in each year, the President of the Association shall, subject to the approval of the Board of Directors, appoint a nominating committee consisting of not less than three, nor more than five members of the Association who shall prepare a list of nominees to fill the vacancies in the offices and directorships which shall exist at the time of the annual meeting of the Association. The report of the nominating committee, including a brief biographical sketch of each nominee, shall be included in the notice of the annual meeting to be sent to each member as hereinbefore provided. Any member of the Association may nominate another member for any vacancy, provided that such nomination is supported by a petition signed by at least five (5) members in good standing and delivered to the Secretary at least ten (10) days prior to the annual meeting, together with a brief biographical sketch of the nominee.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Duties. The property, affairs, and business of the Association shall be managed by the Board of Directors.

Section 2. Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors may from time to time determine by resolution duly adopted by a majority of the members of the Board present and voting at any meeting of the Board, and no further notice of any such meeting need be given.

Section 3. Special Meeting. A special meeting of the Board of Directors shall be called by the Secretary of the Association upon the request of the President or the Chairman of the Board of Directors or upon written request to the Secretary by seven members of the Board of Directors. Such special meeting shall be held at such time and place as may be determined by the Secretary consistent with notice, as required herein, to the Directors.

Section 4. Notice. Notice of the time and place of any special meeting shall be given personally or sent by e-mail or mail to each Director, at his address as the same appears on the records of the Secretary of the Association, at least two days before the day on which the meeting is to be held. Said notice shall state the purpose or purposes for which the meeting is called. No notice of the time, place or purpose of any meeting of the Board of Directors need be given to any Director who attends such meeting, or to any Director who, in writing, executed and filed with the Secretary of the Association either before or after the meeting, waives such notice of such meeting and consents to the transaction of business thereat.

Section 5. Quorum. At all meetings of the Board of Directors, the presence in person of seven (7)

Directors, eligible to vote, shall be necessary and sufficient to constitute a quorum. Except as otherwise provided by the law or by these By-Laws, if a quorum shall be present, the act of a majority of the Directors present shall be the act of the Board of Directors.

Section 6. Absent a Quorum. In the absence of a quorum, a majority of the Directors present, or if no Director is present, any officer entitled to preside at or act as Secretary of such meeting without notice other than by announcement at the meeting, may adjourn the meeting from time to time, for a period of not more than thirty days at any one time, until a quorum shall be present.

Section 7. Removal. Any director may be removed for cause at any meeting of the Board of Directors by vote of a majority of all of the Directors present and voting, provided that the Secretary shall have given said director at least ten (10) days' notice of the purpose of the meeting.

Section 8. Vacancies. If any vacancy shall occur in the Board of Directors for any reason, said vacancy may be filled by a vote of a plurality of the remaining Directors present and voting at any meeting of the Board of Directors.

ARTICLE VI - OFFICERS

Section 1. Titles of Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and a Chairman of the Board of Directors. Each of the officers shall be a member of the Association and no person may hold more than one office.

Section 2. Vacancies. A vacancy in any office may be filled by the Board of Directors at any meeting by vote of a plurality of those directors present and voting.

Section 3. Removal. Any officer may be removed for cause at any meeting of the Board of Directors by vote of a majority of all of the Directors present and voting, provided that the Secretary shall have given said officer at least ten (10) days' notice of the purpose of the meeting.

Section 4. President. The President shall exercise general supervision over the affairs of the Association subject, however, to the control of the Board of Directors and of the Executive Committee, if any. The President shall preside at all meetings of the Association the Board of Directors and of the Executive Committee and, in general, shall perform all duties incident to the office of President of the Association and shall have such other powers and duties as from time to time may be assigned by the Board of Directors or by the Executive Committee, if any. The President is empowered, at his/her discretion, to invite to any meeting of the Board of Directors or any other meeting of the Association, any appointed or elected municipal or government officials, including but not limited to members of the Board of Representatives.

Section 5. Chairman of the Board. In the absence or disability of the President, the Chairman of the Board of Directors shall act in the place of the President. The Chairman of the Board of Directors shall have such other powers and duties as from time to time may be assigned by the Board of Directors or by the Executive Committee, if any.

Section 6. Vice President. In the absence or disability of the President and the Chairman of the Board of Directors, the Vice President shall act in their place. The Vice President shall perform all duties incident to the office of Vice President of the Association and shall have such other powers and duties as from time to time maybe assigned by the Board of Directors or by the Executive Committee, if any.

Section 7. Secretary. In the absence or disability of the President, the Chairman of the Board of Directors and the Vice President, the Secretary shall act in their place. The Secretary shall keep the minute books of the Association and record therein the minutes of the meetings of the members and of the Board of Directors and shall have custody of all of the property of the Association except as provided in Section 8. The Secretary shall perform all duties incident to the office of Secretary of the Association and shall have such powers and perform such duties as may from time to time be assigned by the Board of Directors or by the Executive Committee, if any.

Section 8. Treasurer. In the absence or disability of the President, the Chairman of the Board of Directors, the Vice President and the Secretary, the Treasurer shall act in their place. The Treasurer shall have custody of all of the bank accounts and similar property of the Association and of the financial books and records of the Association. The Treasurer shall perform all duties incident to the office of Treasurer of the Association and shall have such powers and perform such duties as may from time to time be assigned by the Board of Directors or by the Executive Committee.

Section 9. Compensation. No compensation or other payment or reimbursement to any officer or Director of the Association shall be permitted unless the Board of Directors shall by resolution provide that a particular officer or officers shall be compensated, paid or reimbursed for services or expenses incurred provided, however, that the Treasurer shall be authorized to reimburse any officer or officers of the Association for actual expenses in a reasonable amount incurred by them in the performance of their duties as authorized by these By-laws or by resolution of the Board of Directors.

ARTICLE VII – EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 1. Appointment and Duties. The Board of Directors may, by resolution duly adopted at any meeting, appoint an Executive Committee consisting of such number of Directors as may be so appointed, but in no event less than three. Such Executive Committee, if appointed, shall have and may exercise during the intervals between meetings of the Board of Directors all of the powers of the Board of Directors in the management and control of the activities, property, business, and affairs of the Association which are not specifically required by law or by these By-Laws to be exercised by the full Board. The Directors appointed to the Executive Committee shall include the President, who shall be Chairman thereof.

Section 2. Term of Office. Each member of the Executive Committee shall be and remain a member thereof and shall hold office until his successor shall have been appointed, or until he or she shall cease to be a Director, or until death or resignation, or until he or she shall have been removed.

Section 3. Removal from Office. Any member of the Executive Committee may be removed at any time, for cause, by a vote of the majority of all the Directors at any meeting of the Board of Directors,

provided that the Secretary shall have given said member at least ten (10) day notice of the purpose of the meeting. The Board of Directors may, by a resolution duly adopted at any meeting, dissolve the Executive Committee.

Section 4. Vacancies. If any vacancy shall occur in the Executive Committee, the vacancy may be filled at any meeting of the Board of Directors, or, in the interim between meetings of the Board of Directors, may be filled by a majority of the remaining members of the Executive Committee, though less than a quorum.

Section 5. Meetings. The Executive Committee may hold meetings at such time or times and at such place or places as it shall determine from time to time. Notice of every meeting shall be given personally or sent by e-mail or mail by the Chairman to each member of the Executive Committee, addressed to him at his address as the same appears on the records of the Secretary of the Association, at least twenty-four hours before the meeting. No notice of the time, place or purposes of any meeting of the Executive Committee need be given to any member who attends such meeting, or to any member who, in writing executed and filed with the records of the Corporation, either before or after the holding of such meeting, waives such notice. The Executive Committee shall keep a record of its proceedings.

Section 6. Quorum. At all meetings of the Executive Committee, the presence in person of one-third of the membership of the entire Executive Committee, but in no event less than two members of the Executive Committee, shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by these By-Laws, if a quorum shall be present, the act of a majority of the members present shall be the act of the Executive Committee.

Section 7. Other Committees. The Directors of the Association may from time to time, by resolution duly adopted at any meeting, appoint such other committees as they may deem advisable. The members of such committees need not be members or Directors of the Association. Each such committee shall exercise only such powers and perform only such duties as may be delegated to it by the Board of Directors.

ARTICLE VIII - AMENDMENTS

Section 1. By the Board of Directors. These By-Laws, except this Article, may be amended at any regular meeting of the Board of Directors, provided, first, that the proposed amendment shall be set forth in the notice of the meeting, and, second, that not less than a majority of the whole Board is present at the meeting and, third, that not less than a majority of the whole Board shall vote in favor of the amendment.

Section 2. By the Association. These By-Laws, including this Article, may also be amended at any regular or special meeting of the Association, provided, first, that the proposed amendment shall be set forth in the notice of the meeting, second, that not less than ten percent (10%) of the total active membership shall be present at the meeting and, third, that not less than two-thirds of those present shall vote in favor of the amendment.