

BY LAWS of OLD ORCHARD PROPERTY OWNERS ASSOCIATION, INC.

[Amended by unanimous vote June 18, 2022]

June 1, 2019, at the annual meeting of the members of the Corporation, duly noticed and held with a due and proper quorum, held at Neighborhood Meeting House, East Hampton, NY, a motion was made and duly seconded to replace the By-Laws to keep in-tact the original and two amendments thereto and update administrative matters related to annual meeting calendar and notification methods and annual membership dues. Said motion was unanimously approved by affirmative vote of 2/3 of the members of the Corporation, duly recorded in the minutes of the meeting by the Secretary of the Corporation. RESOLVED, by the members of the Corporation, Old Orchard Property Owners' Association, Inc., in an annual meeting duly assembled and convened on June 1, 2019, pursuant to due and legal notice and in conformity with its By Laws, replaced its By Laws.

June 19, 2021, at the annual meeting of the members of the Corporation, duly noticed and held with a due and proper quorum on June 19, 2021, held virtually, a motion was made and duly seconded to add a new Section 6 to Article IV Voting Rights for clarification and in Article X Architectural and Landscaping Review Board, to change the name to "Architecture and Landscape Committee" ("ALC") and to adopt an updated set of Architecture and Landscape Guidelines. Said motions were unanimously approved by affirmative vote of 2/3 of the members of the Corporation, duly recorded in the minutes of the meeting by the Secretary of the Corporation. RESOLVED, by the members of the Corporation, Old Orchard Property Owners' Association, Inc., in an annual meeting duly assembled and convened on June 19, 2021, pursuant to due and legal notice and in conformity with its By Laws, amended its By Laws.

June 18, 2022, at the annual meeting of the members of the Corporation, duly noticed and held with a due and proper quorum on June 18, 2022, held virtually, a motion was made and duly seconded to amend Article IV Voting and Dues Section 5, with the addition of a late payment penalty schedule in 2022: Dues of \$125.00 with no penalty if received by July 1st. For dues received July 2nd - August 1st, a penalty of \$50.00 is incurred (total due \$175.00). Dues received August 2nd onward incur a \$200.00 penalty (total due \$325.00). If delinquency continues, \$500.00 is added annually. Effective June 1, 2023: dues increase to \$200.00, with late penalty schedule: Dues of \$200.00 with no penalty if received by June 1st. For dues received from June 2nd - August 1st, a penalty of \$50.00 is incurred (total due \$250.00). Dues received August 2nd onward incur a \$300.00 penalty (total due \$500.00). If delinquency continues, \$500.00 is added annually. A motion was made and duly seconded to approve a one-time special assessment of \$125.00 due September 1, 2022. Said motions were unanimously approved by affirmative vote of 2/3 of the members of the Corporation, duly recorded in the minutes of the meeting by the Secretary of the Corporation. RESOLVED, by the members of the Corporation, Old Orchard Property Owners' Association, Inc., in an annual meeting duly assembled and convened on June 18, 2022, pursuant to due and legal notice and in conformity with its By Laws, amended its By Laws.

ARTICLE I Name

Section 1 The name of the corporation shall be Old Orchard Property Owners Association, Inc.

Section 2 The corporation shall have a seal which shall be in the following form:

ARTICLE II Purpose

The following are the purposes for which this corporation has been organized:

- a. To preserve the natural beauty and resources of the area.
- b. To provide for the mutual assistance and to maintain the rights of all owners of the property depicted on a map called The Old Orchard, in the Town of East Hampton, Suffolk County, New York, filed July 23, 1980 as map 6925.
- c. To maintain and enforce the Declaration. Of Restrictions promulgated by Old Suffolk Corp. as set forth in land deed Liber 8857 page 236 in the office of the county clerk.
- d. To provide for the continued improvement and betterment of said community
- e. To take and be recipient of all the rights reserved to a membership corporation which was to be organized so as to assure each owner of the lots shown on the filed map known as Old Orchard of a right to membership therein. Such rights, without in any way limiting the inclusiveness thereof, included the taking and acquiring of the reserved areas and any other areas depicted on the filed map. Such areas shall be maintained in a natural state; no structure shall be permitted on the recreational areas nor shall any commercial vehicles or ventures be permitted on corporate holdings.
- f. To do any and all things necessary to carry out these objectives.

ARTICLE III Membership

Section 1 Membership in this corporation shall be open to all individual owners of the property depicted on the map called The Old Orchard, in the Town of East Hampton, Suffolk County, New York.

Section 2 All rights and privileges shall be contingent on payment of the prescribed dues and fees as set forth by the corporation.

ARTICLE IV Voting and Dues

Section 1 At all meetings, all votes shall be via. Voice except if a secret ballot is demanded by those members present.

Section 2 Written proxy vote is acceptable.

Section 3 One and only one member per lot shall exercise the right to vote.

Section 4 An individual will be entitled to a maximum of one vote.

Section 5 To become a member a fee of \$125.00 shall be paid to the corporation each calendar year, dues in the amount of \$125.00 per annum must be paid prior to the third Saturday in June to remain in good standing.

Section 6 Voting rights are limited to members in good standing.

ARTICLE V Meetings

Section 1 The annual membership meeting of this corporation shall be held. On the third Saturday in June each and every year.

Section 2 The Secretary shall cause to be mailed to every member in good standing whether delivered by email, regular mail, carrier or courier at his or her address as it appears in the membership roll book of this corporation telling the time and place of such annual meeting.

Section 3 The presence of not less than 10 members or 30% of members in good standing, whichever is less, shall constitute a quorum and shall be necessary to conduct the business of this corporation.

ARTICLE V Meetings (cont'd)

Section 4 Special meetings of this corporation may be called by the President when he or she ("s/he") deem it for the best interest of this corporation. Notices of such meetings shall be delivered by email, regular mail, carrier, or courier not less than 10 days prior to the meeting date.

ARTICLE VI Order of Business

At all meetings the order of business shall be as follows:

- a. Call to order by presiding officer.
- b. Reading of the minutes of the preceding meeting.
- c. Reports of Committees.
- d. Reports of Officers.
- e. Old and unfinished business.
- f. New business.
- g. Adjournment.

ARTICLE VII Officers of the Corporation

Section 1 Officers of the corporation shall be as follows:

President
Vice President
Secretary
Treasurer

Section 2 The President shall preside at all membership meetings unless s/he delegates such responsibility to the Vice President.

S/he shall present at each annual meeting of the corporation an annual report of the work of the corporation.

S/he shall appoint all committees, outline their responsibilities and set term of service.

ARTICLE VII Officers of the Corporation, Section 2 (cont'd)

S/he shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation which shall include but not be limited to doing or having done such work or services as is necessary to maintain and enhance all properties deeded to this corporation and promulgating regulations for use of such properties. S/he shall exercise these powers with the concurrence of a majority of the officers of this corporation at an executive meeting.

S/he shall see all books, reports and certificates as required by law are properly kept or filed.

Section 3 The Vice President shall in the event of the absence or inability of the President to exercise the office become acting President of the Corporation with all the rights, privileges and powers as if s/he had been duly elected.

Section 4 The Secretary shall keep the minutes and records of the corporation in appropriate books.

It shall be his or her duty to file any certificate required by any statute, federal or state.

S/he shall attend to all correspondence of the corporation and shall exercise all duties incidental to the office of Secretary.

Section 5 The Treasurer shall have the care and custody of all monies belonging to the corporation and shall be solely responsible for such monies or securities of the corporation. S/he shall cause to be deposited in a commercial/retail bank in the Town of East Hampton all monies of the corporation.

S/he shall render at stated periods as required by the President a written account of the finances of the corporation.

S/he shall exercise all duties incidental to the office of the Treasurer.

Section 6 All checks and drafts shall be approved by one other officer of the corporation and signed by the Treasurer or an officer designated by the Treasurer.

Section 7 If any office other than the President becomes vacated during the elected term it shall be filled by appointment by a majority selection of the remaining officers until the next regular election.

Section 8 All officers shall be elected for a term of two years. Elections shall be held at the annual meeting.

ARTICLE VIII Rights and duties of members

Section 1 A group of not less than 15% of the membership shall have the right to petition the President in writing whether delivered by email, regular mail, carrier or courier to call a meeting of the corporation. Such meeting must be called within one month following such petition.

ARTICLE IX Acceptance and amendments

Section 1 These By Laws shall become effective when a simple majority of members vote to accept them.

Section 2 These By Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than 2/3rds of members.

ARTICLE X Architectural and Landscaping Review Board

Added by Amendment executed February 6, 1993, retroactive to August 31, 1983.

Section 1 There shall be mandatory architectural site plans and landscaping control of the building premises and land with respect to each parcel in the subdivision of the Old Orchard shown on Map No. 6925, filed in the Suffolk County Clerk's Office on July 23, 1980, to be exercised by an Architectural and Landscaping Review Board.

Section 2 Such Board shall consist of at least three members of the Corporation who shall be appointed by the President.

Section 3 No structure shall be erected or its exterior altered or landscaping take place or changed unless architectural plans, specifications, site plans and landscaping plans have first been submitted to and approved in writing by the Architectural and Landscaping Review Board delivered either by email, regular mail, carrier or courier.

ARTICLE XI *Added by Amendment executed June 9, 2009, retroactive to February 23, 1993.*

All owners of property located within The Old Orchard, Town of East Hampton, Suffolk County, New York, filed as map number 1925 in the Office of the County Clerk of Suffolk on the 23rd day of July 1980 shall be members of the "Old Orchard Property Owners Association, Inc.," subject to the by-laws of the Association.

Any unpaid yearly membership. Dues and assessments of "Old Orchard Property Owners Association, Inc." shall hereby become a lien on the owners' property, enforceable against the property by "OLD ORCHARD PROPERTY OWNERS ASSOCIATION, INC." This amendment shall be a covenant running with the land which shall continue in perpetuity.