

**AMENDED AND RESTATED BY-LAWS OF
THE PROPERTY OWNERS' ASSOCIATION OF
GARDEN CITY ESTATES, INC.**

AS OF SEPTEMBER 14, 2022

Table of Contents

Article/Section	Title	Page Number
Article I	NAME AND PURPOSE	1
Article II	DEFINITIONS	1
Article III	MEMBERSHIP DUES; FISCAL YEAR OF POA	2
Article IV	MEETINGS OF THE POA	2
Article V	QUALIFICATION AND ELECTION OF DIRECTORS	4
Article VI	MEETINGS OF THE BOARD OF DIRECTORS	5
Article VII	OFFICERS OF THE POA	6
Article VIII	ESTABLISHMENT OF NOMINATING COMMITTEE	8
Article IX	NOMINATING COMMITTEE PROCEDURES TO NOMINATE CANDIDATES FOR VILLAGE MAYOR, VILLAGE TRUSTEES AND/OR SCHOOL DISTRICT TRUSTEES	9
Article X	NOMINATING COMMITTEE PROCEDURES TO NOMINATE CANDIDATES FOR BOARD OF DIRECTORS	11
Article XI	AMENDMENTS TO BY-LAWS	12
Article XII	MISCELLANEOUS	12

**ARTICLE I:
NAME AND PURPOSE**

Section 1. The name of this Association shall be the "Property Owners' Association of Garden City Estates, Inc." (hereinafter called the "Association", the "POA", or the "Corporation"). The mission of the Estates POA is to promote the property interests of the residents of the Estates section of the Village of Garden City, to provide a mechanism for nominating candidates for election of Village Mayor, Village Board of Trustees, and the School District Trustees, to work with the Village Trustees and other Property Owners' Associations to uphold the Community Agreement and share common concerns, and to serve as a civic association for residents of the Estates.

Section 2. The address of this Association shall be P.O. Box 282, Garden City, New York 11530, unless otherwise designated by the Board of Directors.

Section 3. The POA is a not-for-profit corporation incorporated under the laws of the State of New York, membership in which is restricted to residents of the Estates section.

Section 4. The purposes of the Association are as defined in the Certificate of Incorporation of the Association.

**ARTICLE II:
DEFINITIONS**

"Board of Directors" means the Board of Directors of the POA.

"Candidate" means any resident/owner selected by the Association's selection process described herein over the age of eighteen (18) who maintains his/her principal residence in the Garden City Estates Section, as determined in accordance with the election laws of the State of New York.

"Garden City Estates Section" is that part of the Incorporated Village of Garden City, Nassau County, New York, as described in the Certificate of Incorporation of the POA.

"He" or "his" or "him" refers to both the masculine and feminine gender.

"Village Mayor" means a Trustee who also serves as Mayor of the Village in accordance with the "Community Agreement".

"Member" means any person who satisfies the requirements as either an Owner or Resident as described in these By-Laws and a person shall no longer be a Member when he is no longer an Owner or Resident.

"Notice Procedures" means by notice published in a local newspaper of general circulation in Garden City, New York and one or more of the following means:

1. Written notice mailed by third class mail to each residence within the POA, as set forth in the records of the POA, postage prepaid; or
2. Internet notice via an e-news provider generally available in Garden City; or
3. Via e-mail to Members, those of whom have provided their e-mail addresses, which are set forth in the records of the POA; or

4. If available, on a Web site maintained by the Association or by the Village of Garden City, New York.

“Owner” means any person over the age of eighteen (18) years holding title to any real property in the Garden City Estates Section or owning shares in a residential cooperative corporation in the Garden City Estates Section.

“Resident” means any person over the age of eighteen (18) who maintains his principal residence in the Garden City Estates Section, such “residence” as determined in accordance with the election laws of the State of New York.

“School District” refers to the Garden City Union Free School District.

“Trustee” means a trustee of the Village Board of Trustee or School District.

“Village” refers to the Incorporated Village of Garden City, New York.

“Voting Member” means any Member who has qualified to vote by paying the annual membership dues as established by the Board of Directors.

“Resident Elector” means any resident of Garden City Estates then eligible to register to vote in Primary elections for Village Mayor, Village Trustee and/or School Board Trustee as provided for in Article IX.

ARTICLE III: MEMBERSHIP DUES; FISCAL YEAR OF POA

Section 1. Establishment of Dues. Membership dues shall be fixed by the Board of Directors and shall be payable within 60 days of mailing of a statement of invoice to the residence of the Member. For purposes of determining the amount of Member’s dues payable for membership in the POA, each household address within the POA shall pay one Membership dues. All residents eligible to vote in elections under the laws of the State of New York shall be eligible to vote in elections of the POA subject to section 3 below. A corporation, partnership or limited liability corporation shall be entitled to only one Membership and shall not count as an additional member of a household.

Section 2. Fiscal Year Basis. Membership dues shall be applied on a fiscal year basis which shall run from July 1st through June 30th of each calendar year.

Section 3. Suspension for Failure to Pay. Any member who has failed to pay annual dues to the Association shall be suspended from all voting privileges of membership in the POA, including the right to nominate any person to serve on the Board of Directors. Any such suspended Voting Member shall be reinstated after payment in full of the past due membership dues. However, all Residents of Garden City Estates, whether Voting Members of the Association or not, are eligible to vote in any Primary election as provided for in Article IX.

Section 4. Notice of Dues. It shall be the responsibility of the Treasurer of the POA to mail to each Member a notice of dues on or about June 30th of each calendar year. The Secretary of the POA shall be responsible to maintain the rolls of the Members, which shall include the names and addresses of the Members.

**ARTICLE IV:
MEETINGS OF THE POA**

Section 1. Electors Meeting/Annual Meeting. There shall be two regularly scheduled meetings of the Members of the Association, the first of which shall be held on the third Tuesday in January of each year and the second meeting shall be on the second Wednesday of May, in each and every year, at a time and place in Garden City, to be fixed by the Board of Directors of the POA. The meeting held in January is required to be held on this January date in order to host the Estates section's participation in the Village-wide "Electors Meeting", and the May meeting is referred to as the "Annual Meeting" of the POA.

Section 2. Special Meetings. Special meetings of the Members of the POA (i) may be called by the President at any time at the President's discretion, or (ii) upon written application signed by 30 Members, which application shall include the reason, in reasonable detail, for the call for a special meeting and delivered to the President of the POA. In the event of written application by Members for a special meeting, the President shall cause to be issued a notice of such special meeting within 15 days of receipt of such application. Only Voting Members shall be eligible to request a special meeting of the Members. Notice of a special meeting shall indicate that it is being issued by or at the direction of the President at his initiation or at the initiation of at least 30 Members and shall also state the purpose or purposes for which the meeting is called.

Section 3. Order of Business. At all meetings of the Association, the following order of business shall be observed substantially as follows, subject to modification by the President:

- a) Establishment of Quorum;
- b) Welcome by President/Discussion of Procedures at Meetings (Summarize agenda, matters to be considered, voting procedures, if any, comment period by Members);
- c) Statements/Reports of Officers if necessary to a matter being presented at the meeting;
- d) Reports of Committee(s) if necessary to a matter being presented at the meeting;
- e) Comments from Residents;
- f) Voting and Report of Results; and
- g) Adjournment and Notice of Next Meeting.

Section 4. Notice of Meetings. Subject to any longer or additional requirements under applicable New York law, at least 5, but not more than 60 days written notice shall be given to each Member of the POA setting forth the place, date, and hour of meetings of the POA, whether regular or special. Notwithstanding the foregoing, in the event that the POA publishes written notice of all scheduled monthly meetings, then due notice shall have been provided. Notice shall be provided by newspaper publication in a local newspaper or by mail to the Residents. Except as otherwise specifically stated in these By-Laws, notices if sent by mail, shall be sent to the last address of each Member shown on the membership records of the POA. Notwithstanding anything to the contrary contained herein, it shall be the responsibility and duty of the Members to advise the Secretary in writing of any change in their addresses.

Section 5. Quorum. At the Electors' Meeting, a quorum for the transaction of business shall consist of 20 Residents. At the Annual Meeting, a quorum for the transaction of business shall consist of 20 Voting Members. At any special meeting, a quorum for the transaction of business shall consist of 20 Voting Members. In the event there is not a quorum present, the President of the POA may adjourn any meeting.

Section 6. Conduct of Meeting; Roberts Rules of Order.

- a) The President shall preside over all meetings of the POA and shall serve, in essence, as the Chairman of the Board. The Vice President shall preside over all meetings from which the President is absent and shall have such other duties and responsibilities as may be assigned by the President. In the event that the President and Vice-President are both absent from any Association meeting, the Board of Directors in attendance shall select by majority vote, a temporary chairperson to preside over the meeting.
- b) The rules contained in Robert's Rules of Order, as amended from time to time, shall govern meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Association.

Section 7. Limitation of Action at Special Meetings. At any special meeting of the Association, the sole matters to be transacted shall be as described in the notice of special meeting. Any action taken which is not in the notice of special meeting shall be null and void and of no force or effect.

Section 8. Voting. At each meeting of the Members of the Association, whereby a matter is presented for a vote by the membership, each Member in attendance shall be entitled to one vote. The vote of a majority of the votes cast shall be required to approve or ratify any action. Abstentions shall not count as a vote cast but shall count towards the establishment of a quorum.

**ARTICLE V:
QUALIFICATION AND ELECTION OF DIRECTORS.**

Section 1. All members of the Board of Directors and Officers shall be members of the Association in good standing. In the event that a member of the Board of Directors ceases to be a dues paying member of the Association or ceases to have the POA as his primary residence, then such person shall cease to be a member of the Board of Directors following a vote of removal by a majority vote of the other remaining members of the Board of Directors present at meeting duly called.

Section 2. The Board of Directors shall be comprised of fifteen (15) persons, four (4) whom shall be the President, Vice-President, Secretary and Treasurer. The Board of Directors shall have full charge and control of all affairs of the Association except as specifically delegated to the officers or the Nominating Committee. The Board of Directors shall have the power to take such action and make such rules and regulations as shall be necessary to promote the interests of the Association and shall have such other powers and responsibilities as may be imposed upon them by applicable law.

Section 3. All members of the Board of Directors shall serve until their successors are duly elected. Any Director position that becomes vacant shall be filled by the third regular meeting of the Board of Directors following the date of vacancy by a majority vote of the remaining Board of Directors. In the event of a tie vote, the officer or director in charge of the meeting shall cast the deciding vote. Any person elected to fill such vacancy shall hold the position of Director for the unexpired term of the class of Director to which such person has been appointed.

Section 4. Directors shall be elected at the Annual Meeting by the Members following nomination in accordance with Article X hereof. Voting shall be, at the direction of the President at the Annual Meeting, by paper ballot or by show of hands, and by a majority of the votes cast by a majority of the Voting Members present at the Meeting. Abstentions shall not count as a vote cast. Each of the directors shall be elected for a term of three years. Said term shall commence upon the date of his or her election at the

Annual Meeting at which such person was elected. The 15 directors shall be divided into three classes, each consisting of five (5) directors and the classes shall be designated Class A, Class B and Class C. Each year, the class of Directors whose term has expired shall be up for election by the Association's members. Notwithstanding the foregoing or anything to the contrary in these By-Laws, in the event the term of a Director is due to expire and such Director is also then serving as an officer of the POA and his term of office as an officer is not also due to expire simultaneously with his term as a Director, such Director shall automatically be included as a nominee for a new term as a Director and the class of Directors eligible for election shall be reduced by the number of officers in such class whose term of office is not due to expire.

Section 5. Any director who has been absent for a total of three (3) or more of the regular meetings of the Board of Directors during any one (1) year period shall be automatically removed from office and his position shall become vacant unless such absences are deemed to be excused by the President of the Association.

Section 6. No person shall hold the position of Director for a total of more than nine (9) years. In the event that the term of an officer who is then a Director exceeds the nine (9) year limitation provided herein, then such person shall be eligible to serve one additional year as a Director in the class of Directors being submitted for election at the next Annual Meeting and at the expiration of such one year period his position as a Director shall become vacant and be filled in accordance with Article V Section 3 above. Upon satisfaction of the term limitations provided herein, any such person shall only have the right to serve again as a member of the Board of Directors after not serving for a period of one (1) year (12 months).

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. At all regular and special meetings or executive sessions of the Board of Directors, the following order of business shall be observed, substantially as follows, subject to modification by the President:

- a) Establishment of a Quorum
- b) Welcome by President/Discussion of Procedures at Meetings (summarize voting by Directors only, comments by Residents)
- c) Reading of Minutes from prior meeting
- d) Reports of Officers
- e) Reports of Committees
- f) Reports of Elected and Appointed Officials of the Village and School District
- g) Unfinished Business
- h) Guest Speakers and New Business, including comments from Residents
- i) Adjournment and Notice of Next Meeting

Section 2. Conduct of Meeting; Roberts Rules of Order

- a) The President shall preside over all meetings of the Board of Directors and shall serve, in essence, as the Chairman of the Board. The Vice President shall preside over all meetings from which the President is absent and shall have such other duties and responsibilities as may be assigned by the President. In the event that that the President and Vice-President are both absent from a Board of Directors meeting, the Board of Directors shall select, by majority vote, a temporary chairperson to preside over the meeting.

- b) The rules contained in Robert's Rules of Order, as amended from time to time, shall govern meetings of the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Association. Upon motion made by the President or upon the vote of a majority of the Directors, the Board of Directors may determine to meet for a portion of a regular meeting in executive session, which shall be closed to all persons except the Board of Directors.

Section 3. Regular Meetings; Quorum. Regular meetings of the Board of Directors shall be held. The January meeting, which hosts the Electors Meeting, will be held on the third Tuesday in January. No regular meetings shall be held during the months of July and August. At all meetings of the Board, the presence of seven (7) directors shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn the regular meeting to another date and time.

Section 4. Member Attendance at Regular and Special Meetings. All Members shall be entitled to attend regular meetings of the Board of Directors. Notice of regular meetings shall not be required on more than an annual basis and such annual notice shall be made available in a written notice sent to all Members by the Secretary of the POA. Special meetings of the Board of Directors, specifying the place, date, hour, and the general nature of the business of the meeting, shall be provided to Members at least 5 days prior to the meeting, unless a greater period or notice is required by the laws of the State of New York, which announcement shall be made pursuant to the Notice Procedures.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called (i) by the President at his discretion or (ii) upon written request of at least seven (7) Directors, which request shall be delivered to the President and shall include in reasonable detail, the reason for the request for a special meeting. In the event of written application by at least seven (7) Directors for a special meeting, the President shall cause to be issued a notice of such special meeting to all Directors within 10 days of receipt of such application and the meeting shall be held within 15 days of the date of the notice sent by the President. Notice of a special meeting shall indicate that it is being issued by or at the direction of the President at his initiation or at the initiation of at least seven (7) Directors and shall also state the purpose or purposes for which the special meeting is called.

Section 6. Executive Sessions. At the request of the President, or upon the vote of a majority of the Board of Directors present, the Board of Directors may meet in executive session to consider any items of business related to the POA. No Members other than the Board of Directors and Members specifically invited shall be allowed to attend executive sessions of the Board of Directors. At the next regular meeting of the Board of Directors the President shall provide an oral report summary of the executive session and any action taken thereat.

Section 7. Voting. Unless otherwise specifically provided herein, any matter requiring, or submitted to, a vote of the Board of Directors shall be approved or disapproved by the vote of a majority of the members of the Board of Directors present at the meeting. The vote of a majority of the votes cast shall be required to approve or ratify any action. Abstentions shall not count as a vote cast but shall count towards the establishment of a quorum.

ARTICLE VII: OFFICERS OF THE POA

Section 1. The officers of the POA shall be the President, Vice President, Secretary and Treasurer, all of whom shall be appointed by the Board of Directors prior to the Annual Meeting. The Board of Directors

may also appoint one or more additional officers, including additional Vice Presidents, an Assistant Secretary and Assistant Treasurer, none of whom shall be required to be Directors. The President, Vice President, Treasurer and Secretary shall be elected for a term of two years and any other officers shall be elected for a term of one year. The term of any officer shall commence immediately at the Annual Meeting at which such officer is elected and shall expire at the second Annual Meeting following such election (except where the term of office for officers other than the President, Vice President, Secretary and Treasurer is one year).

Section 2. Any officer position that becomes vacant must be filled within 60 days by a majority vote of the Board of Directors present at the meeting. In the event of a tie vote, the officer in charge of the meeting shall cast the deciding vote. Any person elected to fill such vacancy shall hold the office until the next Annual Meeting of the POA.

Section 3. The President, Vice President, Treasurer and Secretary shall be voting members of the Board of Directors. All other officers, if any, shall be Members in good standing of the Association.

Section 4. Any officer who has been absent for a three (3) or more of the regular meetings of the Board of Directors during any one year period shall be automatically removed from office and his position shall become vacant unless such absences are deemed to be excused by the President of the Association. The President's absences may be deemed to be excused by a majority of the other remaining officers.

Section 5. No Officer may hold the same position for more than two (2) terms. Upon satisfaction of the term limitations provided herein, any such person shall only have the right to serve as an Officer after not serving as Officer for a period of twelve consecutive months (i.e., one (1) year).

Section 6. In addition to any other duties provided under these By-Laws, the officers of the POA shall have the duties described in this Article VII.

- a) The President, with the approval of the Board of Directors, shall have the authority to appoint and create committees comprised of Directors and/or Members from time to time, as they may deem necessary or desirable; provided, however, the Nominating Committee shall otherwise be established under Article VIII of these By-Laws, and to appoint Directors and or Members to serve on such committees. The President shall be the principal executive officer of the POA. Further, the President shall be the principal voice of the POA and the primary contact between the POA and the Board of Trustees of the Village, the School District and the three (3) other associations in the Village. All other officers and committees shall report to the President.
- b) The Vice President shall act in the place and stead of the President whenever the President is unavailable to perform his duties. The Vice President shall also have such duties as may be assigned to him by the President. In the event that the President resigns or is unable to complete his term, the Vice President shall become the President of the POA, to serve until expiration of the uncompleted term.
- c) The Secretary shall keep a record of the proceedings of all meetings of the Association and of the Board of Directors and of all other matters where a record shall be ordered. He shall notify the officers, the directors, and all members of committees of their election or appointment and shall issue notices of all meetings of the Board of Directors and the POA. The Secretary shall make all necessary filings with the Secretary of State of the State of New York to maintain the Association's status as a not-for-profit corporation.

- d) The Treasurer shall collect all monies due the Association and shall, under the direction of the Board, disburse all funds of the Association. He shall keep regular books of account for the Association, which shall be open at all reasonable times to inspection by any director or Voting Member. He shall report in an oral presentation at each meeting of the Association and of the Board the balance of money on hand, assets and liabilities, the receipts and disbursements since the prior report, and any existing appropriation which may affect the same. The Treasurer shall make all necessary filings of financial documents or returns.

- e) At the Annual Meeting, the Treasurer shall present an Annual Report as of March 31st of each year, verified in writing by the President, showing in appropriate detail the following:
 - 1. The assets and liabilities of the Association;
 - 2. The principal changes in the assets and liabilities, including cash, during the period from July 1st to March 31st;
 - 3. The revenue and receipts of the Association, both unrestricted and restricted to particular purposes, during the period from July 1st to March 31st;
 - 4. The expenses and disbursements of the Association, for both general and restricted purposes, during the period from July 1st to March 31st; and
 - 5. The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number from the preceding June 30th.

The Annual Report shall be reviewed by at least one other member of the Board of Directors appointed by the President of the POA. This report shall be filed with the records of the Association and either a copy or an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

Section 7. Powers and Duties Related to Bank Accounts. The Treasurer and the President shall have the responsibility to establish and maintain bank accounts on behalf of the Association. All checks or other disbursements shall require the approval and signature of the President, the Vice President, or the Treasurer. Notwithstanding anything to the contrary in these By-Laws, no officer shall have the right to commit funds or enter into any contract on behalf of the POA if the amount of such commitment or contract is in an amount in excess of \$1,000 without approval of two other officers. Approval of the Board of Directors shall be required for any non-recurring expenses in excess of \$1,000.

**ARTICLE VIII:
ESTABLISHMENT OF NOMINATING COMMITTEE**

Section 1. The provisions of this Article VIII shall become effective when these By-Laws are adopted.

Section 2. The Association shall have at least one committee, the purpose of which is to nominate candidates for Village Trustees, Garden City School District Trustees and Board of Director positions of the Association.

Section 3. The Nominating Committee shall consist of nine (9) Residents of the Estates.

Section 4. Vacancies on the Nominating Committee shall be filled by the vote of the Board of Directors, and any person appointed to fill a vacancy shall serve until expiration of the term of the Class in which such vacancy occurred. The Chairman or a majority of the members of the Nominating Committee shall have the right to request that the Board of Directors remove a member for failure to perform his duties,

including, without limitation, the failure to attend meetings or such operating policies of the Nominating Committee as may be established from time to time. The vote of a majority of the Board of Directors present and voting at a meeting shall be required to remove any person from the Nominating Committee.

Section 5. No member of the Nominating Committee may simultaneously hold the office of Village Trustee or School District Trustee.

Section 6. The Nominating Committee shall be elected by the Board of Directors of the Association prior to the Annual Meeting of the POA as follows:

- a) The Board of Directors may appoint members of the Board of Directors to serve on the Nominating Committee, one of whom shall be the Vice President of the POA.
- b) On or before the second Friday in February of each year, the Secretary of the Association shall cause to be placed at least once in a local newspaper of general circulation in Garden City an announcement and shall notify Residents, that a Class of Nominating Committee positions, is open for appointment. In addition to this announcement, notice shall be made pursuant to the Notice Procedures.
- c) The announcement and notice shall include the following information:
 1. A description of the duties of the Nominating Committee;
 2. That potential candidates must submit a resume and letter describing his qualifications and reasons for seeking appointment and submit such material to the Secretary by the date specified in the notice, which date shall be no later than 30 days after the first announcement appears; and
 3. Any other standards or qualifications necessary to become a member of the Nominating Committee as provided in the By-Laws of the Association.

Section 7. On or about 35 days prior to the Annual Meeting, the Secretary shall deliver to each of the Directors, the names and addresses of the persons who have submitted their names to become members of the Nominating Committee. In one or more executive sessions to be held between the date after receipt of the names of candidates and the Annual Meeting, the Board will vote, by majority vote, effective at the Annual Meeting, upon the election of candidates. The candidates receiving the largest number of votes shall be the members of the Nominating Committee. In the event there remains a tie after the second vote, the President shall determine the vote. If there are fewer applications received than the number of positions available for election, the Board of Directors, by majority vote, may choose any Resident to complete the Class of Nominating Committee to be elected.

Section 8. Once the Board determines the members of the Nominating Committee, the Secretary shall notify the persons selected to serve on the Nominating Committee before the Annual Meeting. At the Annual Meeting, the list of the candidates selected for the Nominating Committee will be presented to the Members present and the term of the candidates selected for the Nominating Committee shall commence.

Section 9. After the Nominating Committee selection, the Vice President of the POA shall give notice to Nominating Committee members that they are required to meet to elect a new Chairperson and he shall designate a location, date, and time of the meeting of the Nominating Committee. The meeting shall be

held in Garden City and shall be held on or about October 31st. At this initial meeting, the members of the Nominating Committee shall vote upon a Chairperson. The member of the Nominating Committee receiving the vote of a majority of the Committee shall be the Chairperson of the Committee for one year. The Vice Chairperson shall be appointed by the Chairperson of the Nominating Committee.

Section 10. A Nominating Committee member shall not be a member for more than six (6) years. Upon satisfaction of the term limitations provided herein, any such person shall only have the right to serve on the Nominating Committee after not serving as a member for a period of one (1) year (12 months).

Section 11. The Chairperson of the Nominating Committee shall schedule committee meetings and shall develop and present to the other members of the Nominating Committee guidelines to govern the selection process of candidates and operating process of the Nominating Committee. If the Chairperson is not available, the Vice Chairperson shall schedule committee meetings. Written, phone, or electronic notice of committee meetings shall be made to each committee member. A minimum number of nine (9) members shall be required to establish a quorum for the conduct of business.

**ARTICLE IX:
NOMINATING COMMITTEE PROCEDURES TO NOMINATE CANDIDATES FOR
VILLAGE MAYOR, VILLAGE TRUSTEES AND/OR SCHOOL DISTRICT TRUSTEES.**

Section 1. It shall be the duty of the Nominating Committee to administer the process set forth in the Estates POA Procedures for Candidates, by which Residents of the Estates select by majority vote (or, if no candidate receives a majority, a plurality) candidate(s) for election as the Estates representative to the positions of Village Mayor, Village Trustee and/or School District Trustee, as applicable for that election year.

Section 2. In the event that there is a vacancy on the Village Board of Trustees or the School Board Trustees or for Village Mayor for any reason, and the POA is entitled to fill such vacancy, the Board of Directors shall have the right to nominate such person or persons to fill such vacancy or vacancies.

**ARTICLE X:
NOMINATING COMMITTEE PROCEDURES TO NOMINATE CANDIDATES FOR BOARD
OF DIRECTORS.**

Section 1. This Article X shall become effective upon adoption of these By-Laws.

Section 2. It shall also be the duty of the Nominating Committee to nominate candidates to serve as Directors of the Association to be elected at the Association's Annual Meeting. The Committee shall give due consideration to such matters as it shall deem important, including, without limitation, the territorial location of the residences of those whom it places in nomination for directors so as to obtain reasonable representation of the geographic areas of the Garden City Estates section. The Nominating Committee shall meet on at least one occasion to consider and vote upon candidates for the Board of Directors.

Section 3. On or before the second Friday in February of each year, the Chairperson, or if he is not available, the Vice Chairperson, shall cause an announcement and notice to the Residents of the POA to be made that positions are available as Directors of the POA. Announcement and Notice shall be made pursuant to the Notice Procedures.

This announcement shall inform prospective candidates that they must provide a resume to the Chairperson of the Nominating Committee, or any member of the Committee. The announcement must also instruct the prospective candidate that they must complete an application form and return it to the

Chairperson, or to any member of the Committee, no later than 30 days after the announcement appears.

Section 4. On or about the second Tuesday of March of each year, the Nominating Committee shall meet and review the applications for Directors of the POA. The Nominating Committee shall choose a candidate or candidates for each position available. No person shall be selected or nominated who is not a Voting Member of the POA. All decisions made by the Nominating Committee at any committee meeting shall be by a majority of the votes cast. Abstentions shall not count as a vote cast. In the event that a vote should end in a tie, the Nominating Committee Chairperson have the right, at his option, to cast the deciding vote or to adjourn the meeting and postpone the voting to another meeting.

Section 5. It shall be the duty of the Secretary of the Association, at the instruction of the Nominating Committee, to notify the Members of the Association at least 30 days before the Annual Meeting, the names and addresses of the Members who have been nominated for election as Directors of the Association and their proposed terms of office. Announcement and Notice shall be made pursuant to the Notice Procedures.

Section 6. The Notice shall also instruct Members that alternative or additional candidates who are Members of the Estates POA may be nominated by Voting Members of the Estates. In order to nominate an alternative or additional candidate a written petition (a "Petition"), signed by at least 15 Voting Members (which notice shall include the address of each signatory), setting forth the names and addresses of the prospective candidates shall be submitted to the Secretary of the POA at least 20 days prior to the Annual Meeting. The petition shall also include the written consent of the candidates for Directors for whom the petition is submitted. Upon receipt of a Petition, the Secretary shall notify the Members of the POA by announcement in a local newspaper of general circulation in Garden City, New York. Such notice shall be at least five (5) days prior to the date of the Annual Meeting. The election shall take place at the Annual Meeting.

ARTICLE XI: AMENDMENTS TO BY-LAWS

Section 1. The Board of Directors may propose to amend, alter or repeal of all or part of these By-Laws. A majority vote of the Members of the Association may, at any Association or Special meeting, where a quorum is present, also propose to alter, amend, or repeal these By-Laws, or adopt new By-Laws.

Section 2. In the event the Board of Directors proposes to amend, alter or repeal of all or part of these By-Laws, the Secretary of the Association shall notify the Members of the Association at least ten (10) days and not more than sixty (60) days prior to the meeting at which the changes to the By-Laws will presented for consideration. The notice shall be made pursuant to the Notice Procedures. A majority of the votes cast shall be required to adopt any changes to the By-Laws. Each and every proposal to amend the By-Laws shall be adopted or rejected in its entirety.

ARTICLE XII: MISCELLANEOUS

Section 1. With respect to any matter on which the votes of Directors, any committee, the Members or Residents are required to vote, proxies shall not be allowed or recognized. No telephone or email voting shall be allowed or recognized.

Section 2. The Board of Directors is hereby authorized to make any administrative changes or correct any typographical errors contained herein in order to carry out the true intent of these By-Laws.

These Amended and Restated By-Laws have been duly adopted as of the 14th day of September 2014.

Michele Harrington, PRESIDENT

Attest.

Michael Daab, SECRETARY
