

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

ADOPTED AS OF MAY 9, 2007

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**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”, the “Corporation” or 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.

“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.

“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.

“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/her principal residence in the Garden City Estates Section, 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 or School District as determined in accordance with the “Community Agreement” and the “Unified Procedure for the Designation of Nominees for Village and School District Offices” of the Village.

“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.

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 therefore 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 legal 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.

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 by June 1st of each calendar year. The Secretary of the POA shall 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 referred to as the "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:

1. Establishment of Quorum;
2. Welcome by President/Discussion of Procedures at Meetings (Summarize agenda, matters to be considered, voting procedures, if any, comment period by Members);
3. Statements/Reports of Officers if necessary to a matter being presented at the meeting;
4. Reports of Committee(s) if necessary to a matter being presented at the meeting;
5. Comments from Residents;
6. Voting and Report of Results; and
7. 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 10 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. Notice shall be provided by mail to the Residents of the POA, and/or notice by newspaper publication in a local newspaper. 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 25 Residents. At the Annual Meeting, a quorum for the transaction of business shall consist of 25 Voting Members. At any special meeting a quorum for the transaction of business shall consist of 25 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 an Electors' Meeting or any Association meeting, the Board of Directors in attendance shall select by majority vote, a temporary chairperson to preside over the Elector's meeting. In the event that the President and Vice-President are both absent from any other Association meeting, the members 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. The President of the Association shall have the right, in his discretion, to limit the time of discussion on matters in any meeting, including the time for each person speaking at a meeting. Notwithstanding the forgoing, upon motion by either (i) three (3) Directors or (ii) two thirds (66) % of the Members present at the meeting, the time period for discussion of any matter may be expanded which if approved, shall govern the time allocated for discussion.

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, each Member shall be entitled to one vote. No proxies shall be recognized or counted. 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 or her 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 second 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 of 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 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.

At the Annual Meeting to be held in May 2007, the Directors shall be divided into three (3) classes, designated as Class A, Class B and Class C. The Class A Directors shall serve for an initial term of one (1) year. The Class B Directors shall serve for an initial term of two (2) years. The Class C Directors shall serve for a term of three (3) years. The initial members of each class of Directors shall be in accordance with the schedule of members standing for election in existence as of the date of the adoption of these By-laws.

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 anyone year period shall be automatically removed from office and his or her 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 a 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 not have the right to serve again as a member of the Board of Directors. Any person serving on the Board of Directors as of the date of the adoption of these Bylaws who would otherwise be disqualified from future service as a result of this Section 6 shall be eligible to serve the remainder, if any, of his present term.

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:

1. Establishment of a Quorum
2. Welcome by President/Discussion of Procedures at Meetings (summarize voting by Directors only, comments by Residents)
3. Reading of Minutes from prior meeting
4. Reports of Officers
5. Reports of Committees
6. Reports of Elected and Appointed Officials of the Village and School District
7. Unfinished Business
8. Guest Speakers and New Business, including comments from Residents
9. 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. The President of the Association shall have the right, in his discretion, to limit the time of discussion on matters in any meeting, including the time for each person speaking at a meeting. Notwithstanding the forgoing, three (3) Directors shall have the right to make a motion to expand the time of discussion which if approved by a majority of the Directors then in attendance, shall govern the time allocated for discussion. 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 second Wednesday of every month except during the months of July and August when no regular meetings shall be held and on such other days for special meetings. 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 10 days prior to the meeting, unless a greater period or notice is required by the laws of the State of New York, which notice shall be made by notice published in a newspaper of general circulation in Garden City, New York and one or more of the following means:

- Written notice mailed by first class mail to each residence within the POA, as set forth in the records of the POA, postage prepaid;
- Notice sent via the Internet to at least a majority of the Members; or
- if available, on a Web site maintained by the Association or by the Village of Garden City, New York.

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.

**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 30 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.

Section 5. No Officer may hold the same position for more than two (2) terms and no person shall be elected to any office for more than two (2) consecutive terms. Upon satisfaction of the term limitations provided herein, any such person shall not have the right to serve as an Officer.

Section 6. In addition to any other duties provided under these Bylaws, 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 Bylaws, 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 writing 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.

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:

- a. The assets and liabilities of the Association;
- b. The principal changes in the assets and liabilities, including cash, during the period from July 1st to March 31st.
- c. The revenue and receipts of the Association, both unrestricted and restricted to particular purposes, during the period from July 1st to March 31st.
- d. The expenses and disbursements of the Association, for both general and restricted purposes, during the period from July 1st to March 31st.
- e. 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 Bylaws, 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 Bylaws are adopted.

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

Section 3. The Nominating Committee shall consist of fifteen (15) Residents of the Association. Solely during the year commencing upon adoption of these Bylaws and ending at the next Annual Meeting, there shall also be appointed three (3) alternate members. The Nominating Committee shall be divided into three (3) classes designated as Class 1, Class 2 and Class 3 and each class shall have a term of three (3) years. Each Class shall consist of five (5) members. Commencing at the Annual Meeting in May 2008 the Nominating Committee shall be divided into the three (3) classes and the Board shall designate the members of each class.

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 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 shall appoint at least three (3) and not more than (5) members of the Board of Directors to serve on the Nominating Committee, one of whom shall be the Vice President of the POA. One Director shall be in each Class of the Nominating Committee and in the event that more than three (3) Directors are appointed to serve, the Board shall determine in which Class they shall serve. In the event that either of such Directors resigns from the Nominating Committee, the vacancy shall be filled by person(s) voted upon by the vote of a majority of the Board of Directors.

b. On or before December 1st of each year, the Secretary of the Association shall cause to be placed at least once in the local newspapers in Garden City and other means of general publication an advertisement and shall mail notice to all Residents of the Estates Section of the Village of Garden City that a Class of Nominating Committee positions, are open for appointment. The advertisement and notice shall include the following information:

- a description of the duties of the Nominating Committee;
- 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 advertisement appears;
- any other standards or qualifications necessary to become a member of the Nominating Committee as provided in the Bylaws of the Association.

Section 7. At least 60 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 amount 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. At least 20 days prior to the Annual Meeting, the Secretary shall notify the persons selected to serve on the Nominating Committee. At the Annual Association 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. Within 5 days of the Nominating Committee election, the Vice President of the POA shall give notice to each newly elected member that he is required to meet with the other members of the new committee to elect a new Chairperson (except during the initial year commencing in May 2007 for which a Chairperson has previously been designated) and 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 within 30 days of the Annual Meeting. 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. One of the Directors serving as a member of the Nominating Committee shall serve as Vice Chairman and shall be appointed by the Directors on the Nominating Committee..

Section 10. A Nominating Committee member shall not be a member or alternate for more than six (6) years. Any person serving on the Nominating Committee as of the date of the adoption of these Bylaws who would otherwise be disqualified from future service as a result of this Section 10 shall be eligible to serve the remainder, if any, of his present term.

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 TRUSTEES AND/OR BOARD OF EDUCATION TRUSTEES.

Section 1. It shall be the duty of the Nominating Committee to nominate candidates to serve as Village Trustees and/or Board of Education Trustees. In addition to the initial meeting as provided in Article VIII Section 9 above, the Nominating Committee shall meet on at least two occasions to consider and vote upon candidates for Village Trustees and/or Board of Education Trustees.

Section 2. On or before the second Friday of October of each year, the Chairperson of the Nominating Committee, or if he is not available, the Secretary of the POA, shall advertise and provide notice to the Residents of the POA that positions are available as Village Trustees and/or Board of Education Trustees for the POA. Advertisement and Notice shall be made in a local newspaper of general circulation in Garden City, New York and one or more of the following:

- Written notice mailed by first class mail to each residence within the POA, as set forth in the records of the POA, postage prepaid;
- Notice sent via the Internet to at least a majority of the Association's Residents; or
- if available, on a Web site maintained by the Association or by the Village of Garden City, New York.

This advertisement shall inform prospective candidates that they must provide a resume to the Chairperson of the Nominating Committee, or any member of the Committee no later than 30 days after the advertisement appears.

Section 3. The Chairperson shall provide each member of the Committee with the applications of each candidate. On or before November 15th of each calendar year, the Nominating Committee shall meet and review the applications received and to consider any other persons who members of the Committee may submit for consideration. The Committee shall meet with each candidate at least once during the review process. The Committee shall choose a candidate for each position available. All decisions made by the Committee at any Committee meeting shall be by a majority of the votes cast by the members present. Abstentions shall not count as a vote cast but shall count towards the establishment of a quorum. In the event that a vote should end in a tie, the Nominating Committee Chairperson shall have the right, at his option, to cast the deciding vote or to adjourn the meeting and postpone the voting to another meeting.

Section 4. Within two (2) days after the candidates have been selected by the Nominating Committee, the Chairperson of the Committee shall notify the President and the Secretary of the POA in writing of the candidates chosen for the Village Trustees and/or Board of Education Trustees.

Section 5. At least 20 days prior to the Electors Meeting, the Secretary shall mail, by first class mail, postage prepaid, to all Residents a notice which contains the names and addresses of the candidates selected by the Nominating Committee together with the position for which they are nominated and shall cause a notice to be published in a newspaper of general circulation in Garden City, New York. The notice shall contain information regarding the location, date, and time of the annual Electors Meeting and shall also be made by at least one of the following means:

- Written notice mailed by first class mail to each residence within the POA, as set forth in the records of the POA, postage prepaid;
- Notice sent via the Internet to at least a majority of the Resident; or
- If available, on a Web site maintained by the Association or by the Village of Garden City, New York.

The report shall also list the positions scheduled for election at said meeting.

Section 6. The Notice shall also instruct Residents that alternative or additional candidates may be nominated by Residents of the Estates. In order to nominate an alternative or additional candidate a petition, signed by 15 Residents (which notice shall include the address of each

signatory), setting forth the names and addresses of the prospective candidates and submit said petition at the Electors Meeting. The petition shall also include a written consent of the candidates for whom the petition is submitted. The petition must be delivered at the Electors Meeting and presented to the President of the POA.

Section 7. In the event that alternative or additional candidates are proposed at the Electors Meeting, then the vote for the specific offices in which alternative or additional candidates are proposed will be postponed. The vote will take place at a supplemental Electors Meeting to be held on the second Tuesday following the date of the initial Electors Meeting. Voting shall be by secret ballot. All Residents seeking to vote shall be required to present a valid government issued identification such as a drivers license in order to vote.

Section 8. The Secretary of the POA shall cause to be published in a newspaper of general circulation in Garden City, New York a notice which states the place, date and exact time of the supplemental Electors Meeting. In addition, notice shall also be provided by written notice mailed by first class mail to each residence within the POA, as set forth in the records of the POA, postage prepaid.

The meeting shall be held in the Village. The notice shall also state the names and addresses of the candidates up for nomination together with the position for which they are candidates, and whether the particular candidate was proposed by the Nominating Committee or by petition at the Electors Meeting. No additional nominations will be accepted at the supplemental meeting.

Section 9. In the event that there is a vacancy on the Village Board of Trustees or the School Board Trustees 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 Bylaws.

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 December 1st of each year, the Chairperson, or if he is not available, the Vice Chairperson, shall cause an advertisement and notice to the Residents of the POA to be made that positions are available as Directors of the POA. Advertisement and Notice shall be made both in a local newspaper of general circulation in Garden City, New York, and by written notice mailed by first class mail to each member, postage prepaid and may also be made (but is not required to be made) by one or more of the following:

- Notice sent via the Internet to at least a majority of the Members; or
- If available, on a Web site maintained by the Association or by the Village of Garden City, New York.

This advertisement shall inform prospective candidates that they must provide a resume to the Chairperson of the Nominating Committee, or any member of the Committee. The advertisement 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 advertisement appears.

Section 4. On or before the second Tuesday of February 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 send each Member of the Association not later than April 1st of each year, the names and addresses of the Members of the Association whom have been nominated for election as Directors of the Association and their proposed terms of office. Notice shall be made both in a local newspaper of general circulation in Garden City, New York, and by written notice mailed by first class mail to each member, postage prepaid

Section 6. The Notice shall also instruct Members that alternative or additional candidates 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 15 days prior to the Annual Meeting. The petition shall also include the written consent of the candidates for whom the petition is submitted. Upon receipt of a Petition, the Secretary shall send, by first class mail, notice of the receipt of the Petition to the Members of the POA at least four (4) 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. Written notice of any meeting, where proposed changes to the By-Laws will be considered, shall be delivered or mailed by first class mail, postage prepaid, to each Member by the Secretary of the POA. Notice shall be provided on not less than 10 days and not more than 60 days

prior to the meeting at which the changes to the By-Laws will be presented for consideration. The notice shall specify the location, date, and exact time of the meeting, and shall include information on the general nature of the proposed changes. A majority of the votes cast shall be required to adopt any changes to the By-Laws. Each and every proposal to amend the bylaws 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 names of the nominees for Village Trustee and School Board Trustee shall be submitted as the nominees of the POA in accordance with the Unified Procedure for the Designation of Nominees for Village and School District Offices and the Community Agreement which the POA has entered into with the other property owners' associations. The Residents of the POA hereby confirm their intention to support the candidates for Village Trustee and School Board Trustee of the other property owners' associations in accordance with the Unified Procedure for the Designation of Nominees for Village and School District Offices and the Community Agreement.

These Amended and Restated By-Laws have been duly adopted as of the 9th day of May, 2007.

/s/ Manuel Velez
Manuel Velez, President