

BY-LAWS  
of the  
SEA CLIFF LANDMARKS FOUNDATION  
Also known as the Sea Cliff Landmarks Association

Incorporated  
April 2017

**ARTICLE I - ORGANIZATION**

The principal office of the corporation shall be in the Village of Sea Cliff, County of Nassau, State of New York. The official address of the foundation shall be:

Sea Cliff Landmarks Foundation  
203 Glen Cove Avenue  
Sea Cliff, NY 11579

P.O. Box 69 at the Sea Cliff post office is also used for mail.

**ARTICLE II – HISTORY & PURPOSE**

1. The original Sea Cliff Restoration and Preservation Corporation was incorporated in 1973 and was generally known as the Sea Cliff Landmarks Association. This newly created corporation is a not-for profit organization. There shall be no compensation for members or committees of the Board.
2. The purposes for which this corporation has been organized are as follows:
  - A. To work cooperatively with the Sea Cliff Landmarks Preservation Commission to determine the location, distribution, and significance of historic and cultural resources, which include buildings, sites, parks, and public pathways.
  - B. To promote the preservation and restoration of Sea Cliff 's architectural and cultural heritage landmarks.
  - C. To encourage sound planning and good contextual design with proposed development.
  - D. To recommend priorities to the Village of Sea Cliff Mayor and Board of Trustees.
  - E. To hold both public and member-only events to raise money to be used in local preservation and preservation-oriented efforts.
  - F. To establish community cooperation and support through a system of landmark designation awards, and/or similar incentives.

**ARTICLE III – MEMBERSHIP**

1. **QUALIFICATIONS FOR MEMBERSHIP**

Membership shall be open to all residents of Sea Cliff as well as to other persons interested in the goals of the organization. Members shall pay dues as set by the Board of

Directors.

## 2. MEMBERSHIP DUES

The amount of the dues shall be established annually at the first meeting, ordinarily September/October, of the group. Dues are payable by December 31 for the following calendar year.

## 3. MEMBERSHIP MEETINGS

A. ANNUAL: The annual membership meeting of the corporation shall be held at the first fall meeting. The secretary shall email each member in good standing, who has provided an email address as it appears on the membership list, stating the time and place of the annual meeting. The membership list, kept as a “Google doc,” shall be shared with all Board members.

B. QUANTITY: There shall be a minimum of three meetings per year. Meetings shall be scheduled for the first Thursday of the month and the membership notified in advance of such meetings. The President, at his/her discretion, may eliminate certain months, or select alternate dates to compensate for calendar difficulties.

C. QUORUM: The presence of not less than 10% of the members shall constitute a quorum to conduct business of the corporation. In order to vote at a particular meeting, a member must be enrolled at least 30 days prior to the vote.

### D. MEMBERSHIP LIST:

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members when requested by any member who has given 30 days written notice to the corporation prior to such meeting. All persons appearing on the membership roll shall be entitled to vote at the meeting.

### E. PLACE AND TIME OF MEETINGS

The Board may hold its meetings at the office of the corporation or at such other places within the state as it may from time from time determine.

### F. NOTICE OF MEETINGS OF THE BOARD

Regular meetings of the Board may be held without notice at such times and places as it shall from time to time determine.

### G. REMOTE COMMUNICATION MEETINGS

Remote communications means any electronic communication including conference telephone, video conference, the Internet, or any other method currently available or developed in the future by which Board members not present in the same physical location may simultaneously communicate with each other.

### H. CHAIRPERSON

At all meetings of the board, the President will preside over the meeting, or in the President's absence by a Director chosen at the meeting. The person presiding at the meeting may appoint any member to act as secretary of the meeting.

#### 4. SPECIAL MEETINGS

Special meetings of the corporation may be called by a majority of the members. The Secretary shall notify members of such meeting by emailing all members who have provided an email address as it appears on the membership list, stating the time and place of the proposed meeting. The notice shall go out at least 10 days but not more than fifty days before the scheduled date of such meeting. The notice shall state the date, time, place, and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present.

#### 5. VOTING PROCEDURES

Voting will be only by members in attendance and vote by proxy will not be permitted.

To change the By-Laws of the Foundation, a two-thirds vote of the members present at a meeting shall be required.

Voting and committee procedures shall be by Roberts Rules (latest edition) except in the case of a tie vote, in which the President shall cast a vote to break said tie.

#### 6. ORDER OF BUSINESS

The order of business shall be as follows:

- A. A review of and vote upon the minutes of the previous meeting if received via email prior to the meeting. If not emailed or if copies are not available to members present, the Secretary shall read the minutes. Additionally, if a member wishes to request that the minutes be read, the Secretary shall read the minutes.
- B. Old and unfinished business.
- C. Report of Officers
- D. Reports of Committees
- E. New Business
- F. Adjournment

### **ARTICLE IV – DIRECTORS**

#### 1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the Board-of-Directors, which shall consist of at least four directors: President, Vice-President, Treasurer, and Recording Secretary. Additional board members may serve as needed or desired by the four Board members. Each director shall be at least 21 years of age.

The above named directors of the Association shall be elected at the last meeting in the

Spring. For these positions, a nominating committee consisting of three members appointed by the Board of Directors, shall prepare a slate of officers to be announced with the annual meeting notice. Nominations may also be made from the floor.

2. TERM OF DIRECTORS

The term of office shall be one year. Each director shall hold office until the expiration of the term for which he/she was elected and until his successor has been elected or until his prior resignation or removal.

3. ELECTION TO FILL VACANCIES

A director elected to fill a vacancy caused by resignation, death, or removal shall be elected at the next regular meeting or at a special meeting to hold office for the unexpired term of his predecessor by the Sea Cliff Landmarks Foundation, aka the Sea Cliff Landmarks Association.

4. REMOVAL OF DIRECTORS

Any or all directors may be removed by a majority vote of the membership.

5. RESIGNATION

A director may resign at any time upon notice given in writing or electronic transmission to the President or Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the board or officer, and the acceptance of the resignation shall not be necessary to make it effective.

6. ACTION OF THE BOARD

Unless otherwise stated by law, the vote of a majority of directors present at the time of a vote, if a quorum is present at such time, shall be the act of the board. Each director shall have one vote.

7. CHECKS, DRAFTS, NOTES:

All checks, drafts, auto withdrawals or other orders for the payment of money, notes, or other evidences of indebtedness of the Corporation must be signed by a designated Officer or Officers.

7. DEPOSITS AND EXPENDITURES:

All funds of the Corporation shall be deposited to the credit of the corporation, trust company, or other depositories designated by the Board. Any expenditure over \$500, except for recurring expenses like liability insurance, must be approved by the Board of Directors. The priorities for the annual budget are to be discussed at the annual meeting.

8. OUT-OF-POCKET EXPENSES

Upon review of appropriate receipts by the President, reasonable out-of-pocket expenses related to a specific event will be reimbursed. The President shall forward the receipts to the Treasurer for payment.

## **ARTICLE V- OFFICERS**

The officers of the corporation and their duties shall be:

1. **PRESIDENT**

The President shall be the chief executive officer of the corporation; this person shall preside at meetings of the members of the board, shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect. The president shall serve all meeting notices.

The president or vice-president shall review any corporate or bank financial documents before forwarding to the treasurer.

2. **VICE-PRESIDENT**

During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The president or vice-president shall review any corporate or bank financial documents before forwarding to the treasurer.

3. **TREASURER**

The treasurer shall have the care and custody of all the funds and securities of the corporation and deposit said funds in the name of the corporation in such bank account or trust company as the directors may elect. This person shall, when duly authorized by the board of directors, shall execute all contracts in the name of the corporation. This person shall at all reasonable times exhibit the books and accounts to any director or member of the corporation. At the end of each corporate year, the person shall submit an audit in writing at the annual meeting of the members, at which time, the person shall also present an annual report setting forth in full the financial conditions of the corporation.

Furthermore, this person shall be responsible for acquainting his/herself with the state and federal reporting requirements of the corporation and shall insure that the Board is aware of the reporting requirements and whether legal counsel or an accounting firm needs to be hired to complete such reports in a timely fashion.

4. **SECRETARY**

The secretary shall keep the minutes of the board of directors and also the minutes of the general meetings. This person shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. The secretary shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct.

## **ARTICLE VI – COMMITTEES**

Standing committees shall be annually appointed by the president and the board of directors as desired. Committees may include:

1. Archives
2. Landmark designation
3. Hospitality
4. Membership
5. Programs
6. Publicity
7. Committees for specific fund-raising by name (i.e., walking tour, house tour, antique show, etc.)
8. Budget
9. Education
10. Technology