
FIRE ISLAND PINES PROPERTY OWNERS' ASSOCIATION, INC.

Amendment to the
By-Laws of the Fire Island Pines Property Owners' Association, Inc.

Adopted June 6, 2015

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Amendment to the
By-Laws of the Fire Island Pines Property Owners' Association, Inc.

WHEREAS, the Fire Island Pines Property Owners' Association, Inc. (the "Association") exists as a not-for-profit corporation to serve the community of Fire Island Pines, New York;

WHEREAS, the members of the Association have previously adopted the By-Laws of the Fire Island Pines Property Owners' Association, Inc. (the "By-Laws") to provide for the conduct of business of the Association;

WHEREAS, pursuant to the New York Not-For-Profit Corporation Law, the Board of Directors of the Association may amend the By-Laws by a vote of the Board of Directors; and

WHEREAS, the Board of Directors of the Association proposes to adopt this Amendment to the By-Laws of the Fire Island Pines Property Owners' Association, Inc. for the purpose of amending certain provisions of the By-Laws;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Association as follows:

ARTICLE I

DEFINITIONS AND AUTHORITY

Section 1.1. Short Title. This resolution may hereafter be cited by the Association and is herein referred to as the "Amendment to the By-Laws of the Fire Island Pines Property Owners' Association, Inc."

Section 1.2. Definitions. (A) All terms which are defined or referred to in the By-Laws, except as amended hereby, shall have the same meanings in this Amendment to the By-Laws of the Fire Island Pines Property Owners' Association as such terms are given in the By-Laws.

(B) In addition, as used in this Amendment to the By-Laws of the Fire Island Pines Property Owners' Association:

"Amendment" means this Amendment to the By-Laws of the Fire Island Pines Property Owners' Association.

Section 1.3. Authority. This Amendment is adopted pursuant to the provisions of the New York Not-For-Profit Corporation Law.

ARTICLE II
AMENDMENTS

Section 2.1. Amendments.

(A) Section 1 of Article V of the By-Laws is hereby deleted in its entirety and replaced with the following:

1. Composition. The Board of Directors shall consist of twenty (20) directors, all of whom shall be members of the Association; provided, however, that, commencing with the 2015 annual meeting, the number of directors shall be reduced to fifteen (15) in the following manner. Beginning in 2015 and each year thereafter until the number of directors is reduced to fifteen (15), at least three (3) but not more than four (4) directors will be elected. The first year in which three (3) or fewer incumbent directors seek reelection will be designated as the year in which only three (3) directors are elected, and only three (3) directors will be elected in that year and, excluding vacancies, every fourth year thereafter. In all other years thereafter, except as provided in the preceding sentence and excluding vacancies, four (4) directors will be elected. The directors so elected shall be the candidates for the Board of Directors with the four highest vote totals in any year in which four (4) directors are scheduled to be elected, and the candidates for the Board of Directors with the three highest vote totals in any year in which three (3) directors are scheduled to be elected. Each director so elected shall serve for a term of four (4) years and until his or her successor shall have been elected and qualified.

(B) Section 5 of Article V of the By-Laws is hereby deleted in its entirety and replaced with the following:

5. Vacancies. Any vacancy in the Board arising from death, resignation, removal or other cause, may be filled at any time by the Board of Directors at any meeting, and the director so appointed shall hold office until the next annual meeting. Subject to the provisions of Section 1. of this Article V, if the vacating director's term does not expire at the next annual meeting at which four (4) directors are scheduled to be elected, then the candidate running for the Board who has the fifth highest vote total shall fill that unexpired term. If there is more than one such unexpired term, then the longest unexpired term shall be filled by the candidate with the fifth highest vote total, the second longest unexpired term shall be filled by the candidate with the sixth highest vote total, and so on, until all such terms are filled. Subject to the provisions of Section 1. of this Article V, if the vacating director's term does not expire at the next annual meeting at which three (3) directors are scheduled to be elected, then the candidate running for the Board who has the fourth highest vote total shall fill that unexpired term. If there is more than one such unexpired term, then the longest unexpired term shall be filled by the candidate with the fourth highest vote total, the second longest unexpired term shall

be filled by the candidate with the fifth highest vote total, and so on, until all such terms are filled.

ARTICLE III

MISCELLANEOUS

Section 3.1. Effective Date. This Amendment shall take effect immediately upon its adoption by the Board of Directors of the Association and upon the satisfaction of all legal requirements precedent thereto.