

BY - LAWS
of
THE FLOYD BENNETT GARDENS ASSOCIATION INC.

Article 1 General Information

- A. The name of the Corporation is The Floyd Bennett Gardens Association Inc. (FBGA).
- B. The purposes of the Association are:
 - 1. As stated in its Certificate of Incorporation and,
 - 2. To assist in every way possible the National Park Service in its efforts to maintain, develop, and promote the Gateway National Recreation Area.
- C. The office of the Corporation shall be in the County of Kings, State of New York at Floyd Bennett Field - Ryan Visitors Center, Brooklyn, New York 11234

Article II. Membership

- A. Any person 18 years of age or over can be a member of FBGA. No person can be denied membership based on race, sex, color, religion, or national origin.
- B. Each member must pay the dues currently in effect for membership and sign the Membership Agreement by January 31st acknowledging that he/she has read and understood the rules and regulations of FBGA in effect at the time of signing and that he/she specifically agrees to be bound by said rules and regulations and any additions thereto.
- C. Each member shall be entitled to the issuance of either a single (10x20) plot or a Double (20x20 or 10x40) plot subject to availability. A person must be a plot holder to be a member of FBGA. A member returning the following season may keep the same plot.
- D. There shall be an “outside list” established of individuals waiting for plots. Plots will be assigned to persons on this list in order of their application. There shall be an “internal transfer list” established for members who wish to change to either a single or double plot. This list will take priority over the outside list. Allocation of plots to new members and internal transfers will be administered by the Administration Committee.
- E. Each member is entitled to one vote on matters voted upon by the membership.

F. Each member is required to participate in community service on behalf of the organization. The amount and nature of community service is to be determined annually or as needed by the Board of Directors. Membership on the Board of Directors or as an active participant on a committee shall be deemed community service. Participation in community workdays shall be deemed community service. Failure to participate in community service will result in forfeiture of membership in FBGA.

G. Meetings of the membership

1. There shall be semi-annual meetings of the membership of FBGA. The first meeting is to be held at the beginning of the growing season and the second at the end. Written notice of the time, date and place of holding each meeting shall be given to every member by mailing a copy, not less than ten (10) or more than fifty (50) days prior to such meeting. E-mail notice shall be sufficient if the member has agreed to be notified in this manner.
2. Special meetings of the members and committees may be held upon the call of the Board of Directors or upon the call of one-tenth of the members. Notice of the time, date, place and purpose of each special meeting shall be given as for a regular semi-annual meeting.
3. At all meeting of the members, 15% of the members entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum a majority of the members present may adjourn the meeting and at the new date, a quorum being present, any business may be transacted that could have been conducted at the adjourned meeting.
4. The President of FBGA, or in his absence the Vice President, shall preside at all meetings of the members. If both are absent the members present can select a presiding officer. The Secretary of FBGA shall act as the Secretary of any membership meetings, but in his absence, the presiding officer may appoint any person to act as Secretary.

H. Conflicts between members

1. Any conflict between members that they are unable to resolve will be referred to the Conflict Resolution Committee. This committee will endeavor to resolve the conflict on an informal basis.
2. If the Conflict Resolution Committee is unable to resolve the dispute, the parties will be advised that the matter must be formally submitted to the Executive Committee.

3. The Executive Committee will adjudicate the dispute. Its decision will be sent to the Board of Directors, who will work with the Breezy Point/Jamaica Bay Unit Superintendent, or his designee, and render a final decision.

Article III Board of Directors

- A. Powers and Duties The Board of Directors (the Board) shall have the general power to manage and control the affairs and property of FBGA. They shall have full power to adopt rules and regulations governing FBGA and full authority with respect to the distribution and payment of the moneys received by FBGA. No expenditure shall be incurred except as set forth in a budget approved by the Board of Directors unless there is an emergency. A log of all resolutions passed by the Board shall be kept by the Recording Secretary. Due consideration will be given to the provisions of Robert's Rules of Order on any matter not covered by our By-Laws.
- B. Numbers. There shall be a maximum of thirty (30) members of the Board.
- C. Qualifications. Any plot holder in good standing with FBGA for one year may volunteer to become a member of the Board. Such volunteers will be selected on a first come basis with any vacancy on the Board being filled by the first name on the list. Volunteers should make their wishes known to the Vice-President who will maintain the list.
- D. Resignation. Any Director may resign at any time by delivering an oral or written resignation to the Board. Any Director may be removed for cause by a 2/3 vote of the Board. Cause shall include but not be limited to failure to attend two meetings of the Board without a valid excuse, the validity of which is to be determined by the President. The Board member whose removal is being considered must be notified of the meeting at least 10 days in advance and it must be placed on the agenda for the meeting.
- E. Meetings.
 1. Place of Meeting. The Board may hold their meetings at such place or places as the Board may from time to time designate.
 2. Regular Meetings. Regular meetings shall be held at such time and place as determined by the Board and no formal notice of such meeting need be given.
 3. Special or Emergency Meeting. Such meetings of the Board may be held at any time and place upon the call of the President or any two Directors. Notice of the time, place and purpose(s) of such a meeting, in the form of an agenda, shall be given to each Director in person, by e-mail, if the Director agrees to be notified of

meetings in this manner, by mail, or by telephone at least two (2) days prior to the meeting. Any Director may add items to the agenda and they will be considered at the meeting if time permits. Any items not reached will be placed on the agenda for the next meeting.

4. Quorum: Adjournment of Meetings. A majority of the Directors in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum, a majority of the Directors present may adjourn the meeting until a quorum is present. At such an adjourned meeting any business may be transacted as might have been at the originally called meeting.

F. Annual Report of Directors. The Board shall present at the fall meeting of members a report, verified by the Vice President and Treasurer or by a majority of the Directors, or certified by an independent public accountant or CPA or a firm of such accountants selected by the Board, showing in appropriate details the following,

1. The assets and liabilities, including the trust funds, of the Corporation as of a twelve month fiscal period terminating not more than six months prior to said meeting.
2. The principal changes in assets and liabilities, including trust funds, during said fiscal period.
3. The revenue or receipts of FBGA, both unrestricted and restricted to particular purposes during said fiscal period.
4. The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.
5. The number of members as of the date of the report, together with a statement of increase in such number during the fiscal period together with a report as to the total number of plots in the garden, the number in use and the number being held in reserve.
6. The annual report of the Directors shall be filed with the records of the garden and either a copy or an abstract thereof entered in the minutes of the fall meeting of members. A copy of this report must also be submitted to the Superintendent of the Breezy Point/Jamaica Bay Unit of Gateway.

Article IV Officers

A. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers, if any, as the Board may from time to time designate. Any member can hold the office of either Secretary

or Treasurer. Only a member who has garden at Floyd Bennett for a minimum of three (3) years may hold the office of President or Vice President. No one person may hold more than one elected office in FBGA. No instrument required to be signed by more than one officer may be signed by any person related to another signing by either blood or marriage.

B. Powers and Duties.

1. President. The President shall preside at all meetings of the Members and of the Board. He shall have general supervision of the affairs of FBGA. He shall keep the Board fully informed and shall freely consult with them concerning the activities of FBGA. He shall have the power to sign alone, unless the Board shall specifically require an additional signature, in the name of the Corporation contracts authorized either generally or specifically by the Board. He shall all perform such other duties as shall time to time be assigned to him by the Board.
2. Vice President. The Vice President shall have such powers and duties as may be assigned to him by the Board. In the absence of the President, the Vice President in the order designated by the Board shall in general perform the duties of the President.
3. Secretary. The Secretary shall act as secretary of all meetings of the Members and the Board and shall keep the minutes of all such meetings. He shall keep the attendance of all such meeting and shall maintain the records of FBGA. He shall attend to the giving and serving of all notices of FBGA and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.
4. Treasurer. The Treasurer shall have the custody of all funds and securities of FBGA which may come into his hands. He shall keep or cause to be kept full and accurate accounts of receipts and disbursements of FBGA and shall deposit all moneys and other valuable effects of FBGA in the name of and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, he shall render a statement of his accounts. He shall at all reasonable times exhibit his books and accounts to any officer or director. He shall perform all duties incident to the position subject to the control of the Board.
5. Corresponding Secretary. The Corresponding Secretary will prepare and transmit all correspondence that is not designated to be done by any other officer or chairperson and all correspondence as requested by the officers.

C. Election and Term of Office The officers shall be elected at the fall meeting of the Members every other year and take office on January 1st of the New Year. The term

of office shall be for two years from January 1st to December 31st of the following year.

D. Nomination A special meeting of the Board of Directors shall be held prior to the fall meeting for the purpose of accepting nominations of candidates for office. Notice of this meeting shall be given to the full membership at least ten (10) days, but not more than fifty (50) days, prior to the meeting. Any member may nominate himself/herself or any other member for any office at this meeting. Nominations will also be accepted in writing if received at the Ryan Center, Floyd Bennett Field on or before the day of the meeting. Nominations will then be closed.

An Election Committee shall be established following the procedure set forth in Article V B. This committee shall contact each nominee and require an acceptance or declination of the nomination. If no acceptance is received by the date established by the committee it shall be deemed a declination.

The names of all nominees shall be set forth in the notice to all members of the fall meeting.

The Election Committee shall establish a date for submission by the nominees of their qualifications which shall be published in the notice of meeting to the membership

No campaigning by the candidates of the membership is permitted.

The Election Committee will count the ballots and report the results to the membership at the fall meeting as soon as they are available.

E. Removal From Office Any officer of FBGA may be removed for just cause by a vote of two thirds of members present of the Board of Directors at a meeting called for that purpose. Cause may be failure to attend two consecutive Board meetings without a valid reason. The officer whose removal is being considered must be notified of the meeting at least ten days in advance and it must be placed on the agenda for the meeting.

F. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board at any meeting by majority vote.

G. Other Agents. The Board may appoint from time to time such agents as it shall deem necessary, each of whom shall hold office or represent the Corporation during the pleasure of the Board and shall have such authority and perform such duties and receive such reasonable compensation as the Board may from time to time determine.

- H. Officers as Board Members All officers and additional officers designated by the Board shall be ex officio members of the Board of Directors with full voting rights for the term of their office, notwithstanding the 40 person limit to the Board.

Article V Committees

- A. Numbers and Qualifications. There shall be five standing committees of FBGA and such other committees as the President shall from time to time deem as necessary. The initial committees shall be: Administration, Education, Finance, Operations and Maintenance and Planning and Special Events.
- B. The President shall appoint the chairperson of each committee. Each committee shall consist of at least three volunteers, one of whom must be a member of the Board of Directors. The President and Vice-President are ex-officio members of all committees except for the Election Committee. The committee may elect a co-chairperson.
- C. Powers and Duties. Each committee shall have the power to act on behalf of the Corporation, subject to the approval of the Board, in its area of defined responsibility as if it was an officer of the corporation.
- D. Executive Committee. There shall be a special committee of the corporation which shall consist of the Officers and each Chairperson of a Committee. All past presidents and vice-presidents shall be members at will with full voting rights. This committee, with the President as presiding officer, shall coordinate all the activities of FBGA to effectuate the policies as determined by the Board as well as determine policy questions and other matters that require the Board's attention. The committee may meet informally by phone or the like or in formal executive session without formal notice.
- E. All committee chairpersons shall be ex officio members of the Board of Directors with full voting rights notwithstanding the 30 person limit to the Board.

Article VI Contracts, Checks, Bank Accounts and Investments

- A. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for funds of FBGA and shall determine who shall be authorized in FBGA's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. All checks of FBGA must be signed by two officers.
- B. Funds. The funds of FBGA may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or in stocks, bonds or other securities, as the Board may decide.

Article VII. Fiscal Year

The fiscal year of the corporation shall be from April 1st to March 31st.

Article VIII. Indemnification.

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, Officer, Employee, or Agent of the Corporation against judgments, fines amounts paid in settlement and reasonable expenses, including attorney's fees.

Article IX. Amendments

These By-laws may be amended by the affirmative vote of two-thirds of the Directors in office at any meeting of the Board, or by two-thirds of the Members represented in person or by proxy at any meeting called for the purpose of amending these By-laws.