

**ARTICLES OF INCORPORATION
AND BY-LAWS**

OF

**The SEA GATE
ASSOCIATION**



Incorporated July, 1899

Edition of Nineteen twenty-two

ARTICLES OF INCORPORATION

AND

BY-LAWS

OF

THE SEA GATE ASSOCIATION



Incorporated July, 1899.

CERTIFICATE OF INCORPORATION

OF

THE SEA GATE ASSOCIATION



I hereby give my written approval of the within Certificate and to the filing thereof.

Dated, July 15th, 1899.

J. S. LAMBERT,
Judge Supreme Court.

WE, the undersigned, being of full age, citizens of the United States and residents of the State of New York, desiring to form a corporation pursuant to the provisions of an Act of the Legislature of the State of New York entitled "An Act relating to membership corporations," constituting Chapter 43 of the General Laws of said State, and of the Acts amendatory thereof, do hereby make, acknowledge and file this certificate for that purpose as follows :

I.

The name of the proposed corporation is "THE SEA GATE ASSOCIATION."

II.

The particular objects for which the corporation is to be formed are the mutual comfort and convenience of its members; to provide and maintain suitable means of access between properties of its members and suitable sanitary arrangements for their comfort and health; to contract for suitable means of transportation to or between the Borough of Manhattan or other places and Sea Gate; to provide and maintain a casino or other building for mutual convenience; to provide and maintain open places on the beach or elsewhere at Sea Gate for the common use of its members; to provide generally for the

care, protection and maintenance of the property at Sea Gate of its members, and to promote social intercourse among its members, and, to ends aforesaid, to acquire, take, hold and dispose of such property, real and personal, as the purposes of the Association may require, subject to such limitations as may be prescribed by law.

III.

The territory in which its operations are to be principally conducted is the County of Kings in the State of New York.

IV.

The City in which its principal office is to be located is the City of New York, Borough of Brooklyn.

V.

The number of its directors is to be nine.

VI.

The names and places of residences of the persons to be its directors until its first annual meeting are:

NAMES.	RESIDENCES.
FREDERICK T. ADAMS,	- New York City.
FRANK L. WING,	- - New York City.
A. H. GILBERT,	- - - New York City.
S. E. VERNON,	- - - New York City.
A. W. GODWIN,	- - - New York City.
F. E. CAMP,	- - - New York City.
JOHN L. BAKER,	- - - New York City.
ROBT. MAXWELL,	- - Rockville, Conn.
EDMUND DWIGHT, JR.,	- New York City.

IN WITNESS WHEREOF, we have made, signed,
acknowledged and filed this certificate in
duplicate.

Dated this 13th day of July, 1899.

EDMUND DWIGHT, JR.,
JOHN L. BAKER,
S. E. VERNON,
A. W. GODWIN,
FREDERICK T. ADAMS.

STATE OF NEW YORK, }
County of New York, } ss.:

On this thirteenth day of July, 1899, before me personally came Edmund Dwight, Jr., John L. Baker, S. E.

Vernon, Allan W. Godwin and Frederick T. Adams, to me personally known to be the persons described in and who made and signed the foregoing certificate, and severally duly acknowledged to me that they had made, signed and executed the same, for the uses and purposes therein set forth.

[SEAL]

WM. MOORES,
Notary Public,
N. Y. Co.

STATE OF NEW YORK, }
County of New York, } ss.:

I, WILLIAM SOHMER, Clerk of the County of New York, and also Clerk of the Supreme Court for the said County, the same being a Court of Record, do hereby certify that Wm. Moores, whose name is subscribed to the certificate of the proof of acknowledgment of the annexed instrument and thereon written, was at the time of taking such proof or acknowledgment a Notary Public in and for the County of New York, dwelling in said County, commissioned and sworn and duly authorized to take the same. And further, that I am well acquainted with the handwriting of such Notary, and

verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of the said Court and County the 18th day of July, 1899.

WM. SOHMER,
Clerk.

[SEAL]

STATE OF NEW YORK, }
County of Kings, } ss.:

I, WILLIAM P. WUEST, Clerk of the County of Kings and Clerk of the Supreme Court of the State of New York in and for said County (said Court being a Court of Record), DO HEREBY CERTIFY that I have compared the annexed with the original Certificate of Incorporation of THE SEA GATE ASSOCIATION, filed and recorded in my offices July 19th, 1899, and that the same is a true transcript thereof and of the whole of such original.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said County and Court, this 19th day of July, 1899.

WILLIAM P. WUEST,
Clerk.

[SEAL]

BY-LAWS



ARTICLE I.

NAME AND SEAL.

SECTION 1.—This Association shall be called “THE SEA GATE ASSOCIATION.”

SECTION 2.—The Seal of the Association shall be circular in form, containing the name of the Association and the year of the incorporation.

ARTICLE II.

OBJECTS.

The Association is organized for the mutual comfort and convenience of its members; to provide and maintain suitable means of access between properties of its members, and suitable sanitary arrangements for their comfort and health; to provide or contract for suitable means of transportation to or between the Borough of

Manhattan or other places and Sea Gate; to provide and maintain a casino or other building for mutual convenience; to provide and maintain open places on the beach or elsewhere at Sea Gate for the common use of its members; to provide generally for the care, protection and maintenance of the property at Sea Gate of itself and its members, and to promote social intercourse among its members, and, to the ends aforesaid, to acquire, take, hold and dispose of such property, real and personal, as the purpose of the Association may require, subject to such limitations as may be presented by law.

ARTICLE III.

MEMBERSHIP.

SECTION 1.—Any owner of one or more lots within the territory originally owned by the Norton Point Land Company upon which all dues, assessments and charges of The Sea Gate Association have been fully paid, may apply for membership in The Sea Gate Association, by signing an application for that purpose. Upon the application being accepted by the Board of Directors, the applicant may become a member by subscribing to the By-Laws.

SECTION 2.—Any member or members having a complaint to make against any other member or members for any infraction of the rules of The Sea Gate Association

or for conduct injurious to the welfare of the Association, shall report the same in writing to the Directors.

SECTION 3.—After receiving such complaint, which must set forth the facts of the case, together with the names of the witnesses, if any, a meeting of the Directors shall be held as soon as practicable to investigate the same. Of such meeting the member or members complained of and the member or members making the complaint shall receive at least ten days' notice and may then be heard. The statements and evidence shall be reduced to writing, and filed with the Secretary, and shall not be disclosed. The Directors shall have power to suspend a member from the privileges of the Association or impose other penalty. Their decision shall also be filed with the Secretary, and he shall forward by mail or messenger a certified copy thereof to the member or members complained of and also to the member or members preferring such complaints.

ARTICLE IV.

GOVERNMENT.

SECTION 1.—The property and affairs of this Association shall be managed by nine directors, all of whom shall be members of the Association, and who shall be elected in classes of three in each year at the annual election of the Association, each class to serve for a term

of three years from the date of the annual election, or until successors be elected.

SECTION 2.—The newly elected directors shall subsequent to the annual election, and prior to November 1st, in each year, elect from their members a President, Vice-President, Secretary and Treasurer, who shall hold office until the second Monday in September next ensuing, or until their respective successors are elected. They shall also appoint a Superintendent and an Assistant Secretary, who shall serve during their pleasure, and whose compensation shall be fixed by them.

SECTION 3.—The directors shall require from the Assistant Secretary a bond for the faithful performance of his duties for such amount and with such sureties as they may approve.

SECTION 4.—The President shall preside at all meetings of the Association and the directors. He shall with the Secretary, sign all written contracts and obligations of the Association except bank checks, and exercise the usual functions pertaining to his office, subject to the direction and control of the directors.

SECTION 5.—The Vice-President shall have the powers and perform the duties of the President in the latter's absence or disability, subject to the direction and control of the directors.

SECTION 6.—The Secretary shall keep the minutes and records, and conduct the correspondence of the Association and of the directors. He shall, with the President, sign all written contracts and obligations of the Association, except bank checks; have the custody of the seal of the Association and perform the usual duties pertaining to his office, subject to the direction and control of the directors. He may delegate any of his duties, except the signing of contracts and obligations, to the Assistant Secretary.

SECTION 7.—The Assistant Secretary shall perform such duties of the Secretary and Treasurer as those officers may delegate to him. He shall hold office during the pleasure of the directors, and shall receive such compensation for his services as the directors may determine.

SECTION 8.—The Treasurer shall, subject to the direction and control of the directors, collect and receive all moneys due and belonging to the Association, and shall have the custody in trust for the Association of all funds, securities and title deeds thereof. He or a member of the Finance Committee shall sign all checks and shall pay bills on the certificate of their correctness either by the Chairman of the Finance Committee, Grounds Committee, or the Transportation Committee; or upon the order of the directors. He may delegate any of his duties, except the signature of checks and the custody of the funds,

securities and title deeds of the Association, to the Assistant Secretary.

SECTION 9.—The directors shall appoint four Standing Committees of their own number, to be known as Finance Committee, Grounds Committee, Transportation Committee and Rules Committee. They shall also appoint a Legal Committee to be constituted as hereinafter specified.

SECTION 10.—The Finance Committee shall, subject to the direction and control of the directors, aid the Treasurer in managing the finances of the Association. They shall make or cause to be made, by a public accountant, as often as they may think best, and at least once in each year, an audit of the accounts of the Association and its officers.

No bills shall be paid by the Treasurer, except as provided in Section 8 of this Article.

SECTION 11.—The Grounds Committee shall, subject to the authority and control of the directors, direct and control all matters pertaining to the charge of the streets, sewers, water and gas mains, electric lights, telephone and telegraph wires, of the beach reservation and of the parks, casino, stables and other real estate of the Association. They shall receive and act upon the complaints and suggestions of the members, and shall make rules, subject to the approval of the directors, for the use of the

matters under their jurisdiction. They shall have sole power to license any person, upon due application made, to connect any structure owned by such person with the sewer or gas, or water mains or subway, in any street under their control as aforesaid, under such general regulations and restrictions as to the time and manner of making such connections and the maintenance thereof as to them shall seem proper, provided such person at the time of making such application shall produce to them due proof that all the land upon which such structure stands, or which is appurtenant thereto is free and clear of and free from all charges imposed or laid against same pursuant to the provisions of Article VIII of these By-Laws, and license charges, and that the proposed improvement or building is to cost at least the minimum limit named in the deed, and shall also pay any and all expenses incidental to the opening of such street, and not otherwise. They shall have power to make appropriate rules and regulations touching the use and enjoyment of the said streets and of the sewer mains and subways (water, gas and electric) therein contained and to enforce the same by any and all legal methods including the revocation of any license to use such sewer, mains or subways (whether expressed or implied), and in the case of such revocation to summarily disconnect any and all connections depending upon such license.

If, in spite of representations made, the cost of an improvement or building named in the preceding paragraph does not reach at least the minimum limit named in the deed, the Association may take the necessary steps to compel compliance with such conditions.

SECTION 12.—The Transportation Committee shall, subject to the authority and control of the directors, direct and govern the docks, steamboats, omnibuses, railroad trains, and all other public means of transportation to or from, or upon the grounds. They shall receive and act upon complaints and suggestions of members, and shall, subject to the approval of the directors, make rules for the use of the means of transportation by the members and others, and for their conduct thereon.

SECTION 13.—The Legal Committee shall be composed of such members of the Board of directors as shall at the time of their election be Attorneys at Law. If at any time there be less than three directors so qualified, the directors shall appoint a sufficient number of members of the Association, not directors, as shall be necessary to constitute a Committee of three members.

The Legal Committee shall aid the Counsel of the Association, and shall generally consider and report to the directors on matters affecting the legal status of the Association.

SECTION 14.—There shall be a Nominating Committee, which shall consist of five members of The Sea Gate Association, all of whom shall be householders. The members of this Committee shall be nominated in open meeting, and shall be balloted for and elected in the same manner as the directors at the annual election. They shall hold office until the next ensuing annual election, or until their successors be elected. Vacancies occurring in this Committee shall be filled by the Committee itself.

SECTION 15.—There shall be a Rules Committee who shall, subject to the authority and control of the Board of Directors, have entire charge of the police, the preservation of order and the enforcement of the rules of the Association.

ARTICLE V.

MEETINGS.

SECTION 1.—The Annual Meeting of the Association shall be held on the 2d Monday of September in each year, at 8 o'clock in the evening, at Sea Gate, Borough of Brooklyn, at such place as the directors shall appoint.

SECTION 2.—At this meeting the directors shall present a report in accordance with the statutory provisions thereof.

SECTION 3.—Tellers shall be elected at this Annual Meeting to canvas the votes for directors, and they shall

have charge of the polls, which shall remain open from 8.30 P.M. to 9.30 P.M.

The President shall at the request of five members appoint two watchers whom such members may designate to examine the ballots and watch the count as conducted by the Tellers.

SECTION 4.—The Tellers shall make a written report stating the name of each candidate voted for; the number of votes cast for each, and declaring the names of the three candidates receiving the largest number of votes as elected.

Their report shall be conclusive, unless challenged by the watchers, in which case the meeting shall immediately determine the procedure to be taken.

SECTION 5.—Each member of the Association shall be entitled at the annual election and at all meetings to one vote for each One Hundred Dollars of assessed valuation of property owned by him, as fixed in the manner hereinafter provided. No vote shall be allowed for less than One Hundred Dollars of assessed valuation.

SECTION 6.—Special meetings of the Association may be called by the President at any time, and shall be called for the consideration of any specific subject at the written request of twenty members.

SECTION 7.—At each annual or special meeting nine members owning not less than 100 lots shall constitute a quorum.

SECTION 8.—Directors shall meet quarterly, and as often as they may think necessary. Three directors shall constitute a quorum.

SECTION 9.—The committees shall meet monthly, and as often as they may think necessary. Two members shall constitute a quorum.

SECTION 10.—At all meetings of the Association and directors the order of business shall be as follows:

Reading of Minutes.

Reports.

Unfinished Business.

New Business.

ARTICLE VI.

NOMINATIONS.

SECTION 1.—Nominations for directors to replace the outgoing class, and to fill vacancies which may have arisen during the year, shall be made by the Nominating Committee, and shall be posted in a conspicuous place, in the office of the Association, not less than two weeks prior to the annual meeting, and shall be advised to the members with the notice for the annual election; or nominations may be made independently by any ten members of the Association who shall post in the office of the Association the names of such nominees over the signature of the

proposers not less than five days prior to the annual meeting. No candidates for directors shall be balloted for, other than those proposed in either one of these two ways.

ARTICLE VII.

Any vacancies of officers or directors occasioned by death or resignation, shall be filled for the balance of the administrative year by the remaining directors.

ARTICLE VIII.

DUES.

SECTION I.—The annual dues of each member shall be the amount levied, assessed and charged against the property owned by such member, and shall be determined by the directors in January of each year in the following manner.

A budget of the amount estimated to be required to pay the expenses of conducting the business and carrying out the objects of the Association for the next ensuing fiscal year shall be prepared and adopted by the directors and the aggregate amount thereof, with such additional amount as in the judgment of the directors shall be necessary to cover defaults in payment, rebates, extraordinary expenses or other contingencies and deficiencies

shall be levied, assessed and charged against each parcel of real estate in Sea Gate, and the owner thereof in the proportion which the assessed valuation of such parcel of real estate, as fixed by the Department of Taxes and Assessments of the City of New York for the purpose of taxation for the year immediately preceding, bears to the aggregate assessed valuation of all the real estate in Sea Gate, as so fixed by said Department for said year, exclusive of property owned by the Association, except in cases where such parcel of real estate has been improved, other than by alteration of houses, since the said assessed valuation was fixed, in which cases the directors shall fix the assessed valuation of said property with such improvement.

SECTION 2.—The dues shall be and become a lien against the property on which they are levied and assessed on the day when they become due and payable, and shall remain such liens until paid.

They shall become due and payable on the 30th day of March in each year ; if paid prior to March 30th, a discount of 5 per cent. on the amounts shall be allowed ; if paid subsequent to April 15th, a penalty of 5 per cent. on the amounts shall be charged, together with interest at the rate of 6 per cent. per annum, until paid.

SECTION 3.—If not paid by June 1st, the directors are empowered and instructed to begin suit in the name of

the Association for the recovery of such dues, and to record judgment for same when obtained.

SECTION 4.—In addition to the right of action given by the preceding section and accumulative thereto, if default be made in the payment of any dues, as aforesaid, and the same continue until said 1st day of June, the owner for the time being of any lot as to which such default exists shall, as long as such default continues, be suspended from any and all privileges and rights as a member of this Association.

ARTICLE IX.

SECTION 1.—Notice of all regular and special meetings of the Association shall be in writing, addressed to the last-known residence of each member, not less than one week in advance of such meeting, and in the case of special meetings shall state the subject to be considered.

SECTION 2.—Every member shall subscribe to these By-Laws, which shall be kept in the office at Sea Gate, and shall inscribe opposite his name his address, to which notice shall be sent. In the absence of such inscription such notices shall be served by placing them in an envelope and posting them in a conspicuous place in the office, and the member shall be held to have

received the same within one week after they are so posted.

ARTICLE X.

The sale of all real estate owned by a member of this Association at Sea Gate shall terminate membership and all rights thereunder.

ARTICLE XI.

AMENDMENTS.

These By-Laws may be repealed, altered or amended at any meeting of the Association by a vote of two-thirds of the votes present, provided that notice of such repeal, alteration or amendment shall have been posted in a conspicuous place in the office of the Association for ten days before the meeting at which it is proposed to consider the same.

ARTICLE XII.

PROXIES.

Any member may be represented at any meeting of the Association, or may vote at any election by a legally constituted attorney, whose power shall be filed with the Secretary in advance of, or immediately after the opening of the meeting. Such power may also be given for an indefinite time, and shall then be valid until revoked in writing.