

BY-LAWS
OF
WHALEBONE LANDING HOMEOWNERS' ASSOCIATION

ARTICLE I
MEMBERS

Each person who is an owner or part owner of a Lot in the subdivision known as Whalebone Landing, Southampton, New York (the "Subdivision"), shall be a Member of the Association.

ARTICLE II
MEETING OF THE MEMBERS

2.1. Annual Meetings. The annual meeting of the Members of the Association for the election of Trustees and for the transaction of such other business as may properly come before the meeting shall be held on such day in each year as the Board shall designate.

2.2. Special Meetings. A special meeting of the Members may be called at any time by the President, and shall be called by the Secretary upon written request of a majority of the Board or of any Members having a total of at least ten votes.

2.3. Place of Meetings. Meetings of the Members shall be held at the principal office of the Association or at such place in the Town of Southampton as may from time to time be fixed by the Board or as may be designated in the respective notices thereof.

2.4. Notice of Meetings. Notice of each annual or special meeting of the Members shall be in writing and signed by the President or a Vice President or the Secretary or an

Assistant Secretary and shall state the time when and the place where it is to be held and, if a special meeting, shall state the purpose or purposes for which the meeting is called. A copy thereof shall be either served personally upon or mailed to each Member not less than ten (except, in the case of an adjourned meeting, as provided in Section 5 of this Article) nor more than thirty days before the meeting. If mailed, it shall be directed to the Member at his address as it appears on the books of the Association, unless he shall have filed with the Secretary a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. Except as otherwise expressly provided by law, no publication of any notice of a meeting of the Association shall be required.

2.5. Quorum. At each meeting Members having a total of at least twenty-four votes shall be present to constitute a quorum for the transaction of business. Whether or not there is a quorum at any meeting, a majority of the Members present and entitled to vote thereat may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

2.6. Voting. At each meeting any person shown by the books or records of the Association to be a Member as of the date of the meeting shall be entitled to vote, in person or by proxy. There shall be seventy (70) votes in the Association, one allocable to each of the seventy Lots in the Subdivision and if there shall be more than one owner of a Lot the vote for that Lot shall be divided among the owners, pro rata in accordance with their ownership interest. Except as otherwise provided by law, or by these By-Laws, all matters which shall properly

come before any meeting of the Members shall be decided by the affirmative majority vote of the Members voting at such meeting, in person or by proxy, a quorum being present.

2.7. Proxies. Each Member entitled to vote at a meeting or to express consent without a meeting may authorize another person to act for him by proxy. Every proxy must be executed by the Member or by his duly authorized attorney. No proxy shall be valid after the expiration of six months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable by the Member executing it.

2.8. Organization. At each meeting of the Members, a person chosen by the Members present shall act as chairman. The chairman of such meeting shall designate a secretary of the meeting.

ARTICLE III

BOARD OF TRUSTEES

3.1. General Powers. The business of the Association, except as otherwise expressly provided by law or by these By-Laws or by that certain Declaration (the "Declaration") affecting the Subdivision and recorded in the Office of the Clerk of Suffolk County, shall be managed by the Board of Trustees.

3.2. Number, Election and Term of Office. A Board of not less than three nor more than seven Trustees shall be elected at the annual meeting of the Members of the Association; in order to be elected a Trustee must receive a majority of the votes cast. Each Trustee shall hold office until the next annual meeting and until his successor shall have been elected and qualified, or until his death, resignation, or removal. Trustees need not be Members.

The number of Trustees may be increased or decreased

at any meeting of the Members of the Association called for the purpose. No decrease shall shorten the term of any incumbent Trustee.

3.3. Annual and Regular Meetings. The Board shall hold its annual meeting immediately after the meeting of the Members at which such Board shall have been elected, at the place where such meeting of the Members was held, for the purpose of organization and the election of officers, and for the transaction of such other business as may be required by law or by these By-Laws or as may be necessary or advisable. In case such meeting is not held, any Member or Trustee may call the first meeting of the Board. The Board may by resolution provide for the holding of regular meetings and may fix the time and place of such meetings.

3.4. Special Meetings. A special meeting of the Board may be called at any time by the President and shall be called by the Secretary upon the request of any two Trustees.

3.5. Place of Meetings. The Board may hold its meetings at such place or places, within or without the State of New York, as the Board from time to time may determine, or as may be designated in the respective notices thereof or in the respective waivers of notice thereof.

3.6. Notice of Regular or Special Meetings. Notice of each regular or special meeting of the Board shall be in writing and signed by the President or Secretary and shall state the purpose or purposes for which the meeting is called and the time when and the place where it is to be held. A copy thereof shall be either served personally upon or mailed to each Trustee not less than ten nor more than forty days before the meeting. If mailed, it shall be directed to the Trustee at his address as it appears on the books of the

Association, unless he shall have filed with the Secretary a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. However, no notice need be given to a Trustee who was present at a meeting at which a resolution was adopted specifying the time and place of holding a meeting of the Board within thirty days of such meeting and resolution.

3.7. Quorum. At each meeting of the Board one-third of the whole Board shall be present in person to constitute a quorum for the transaction of business.

3.8. Voting. Except as otherwise provided by law, or by these By-Laws, the act of a majority of the Trustees present at any meeting of the Board at which a quorum is present shall be the act of the Board.

3.9. Organization. At each meeting of the Board the President or, in his absence, a person chosen by the Trustees present shall act as chairman and the Secretary shall act as secretary of the meeting. In the absence of the Secretary, the chairman shall appoint a secretary of the meeting.

3.10. Resignations. Any Trustee may resign at any time by giving written notice to the President, the Secretary or a meeting of the Board. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.11. Removal. Any Trustee may be removed, either with or without cause, at any time, by the vote of the Members at a meeting called for that purpose.

3.12. Vacancies. Except as otherwise provided by law or by these By-Laws, any vacancy in the Board arising at any time from any cause, may be filled by the vote of a majority of the

Trustees remaining in office. The Trustees so elected shall hold office until the next annual meeting of Members and until their successors have been duly elected and qualified.

3.13. Annual Reports. At each annual meeting of the Members the Board shall present a report, verified by the President and the Treasurer or by a majority of the Trustees, showing the whole amount of real and personal property owned by the Association, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made, and the names and places of residence of the persons who have become Members of the Association during such year, which report shall be filed with the records of the Association and an abstract hereof entered in the minutes of the proceedings of the annual meeting of the Association.

3.14. Annual Budgets. The Board shall also adopt a Budget each year and if it so elects from time to time, a Capital Budget and shall levy and enforcements the Assessments therefor, all as provided for in the Declaration.

ARTICLE IV

COMMITTEES

4.1. General Powers and Membership. The Board may create such committees, consisting of such persons as the Board shall appoint, as from time to time the Board may deem necessary or advisable; each such committee to be constituted as the Board may direct and to exercise such powers as the Board shall confer except powers herein reserved to the Board.

ARTICLE V

OFFICERS

5.1. Appointment, Term of Office and Qualifications.

The Board shall choose annually a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers of the Association as the Board may deem necessary or advisable. Each of such officers shall hold office until the next annual meeting of the Board and until his successor is chosen and qualified or until his death, resignation or removal. One person may hold and perform the duties of any two offices, except the offices of President and Secretary.

5.2. Removal. Any officer may be removed, with or without cause, at any time, by resolution of the Board at any meeting of the Board.

5.3. Resignations. Any officer may resign at any time by giving written notice to the President, the Secretary or a meeting of the Board. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4. Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board at any meeting of the Board.

5.5. President. The President shall be a member of the Board, shall preside at all meetings of the Trustees and shall be the chief executive officer of the Association. He shall have general supervision of its business and its several officers, subject however, to the control of the Board. The President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board. He shall be an ex-officio member of all committees.

5.6. Vice President. At the request of, or in the absence or disability of the President, the Vice President shall perform all the duties of the President, and, when so acting, shall have all the powers of the President. Furthermore the Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board.

5.7. Secretary. The Secretary shall keep the minutes of all meetings of the Board in books to be kept for that purpose; see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law; be custodian of the records (other than financial) and have charge of the seal of the Association, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board or the President.

5.8. Treasurer. The Treasurer shall receive, have custody of, pay out, supervise the disbursement of, and be responsible for, all funds and securities, due to or held by the Association, subject to the direction of the Board; deposit funds in the name of the Association in such depositories as shall be designated by the Board; sign, make, and endorse in the name of the Association all checks, drafts, warrants, orders for the payment of money and receipts, subject to the direction of the Board; keep correct books of account of all of the Association's business transactions and such other books of account as the Board of Trustees may require; render to the Board and to the Members a statement of the financial condition of the Association and any account of all his transactions as Treasurer at such times as may be required by the Board or by a majority of the Members of the Association present at any meeting thereof; and in general, perform all the duties incident to the

office of Treasurer, and such other duties as from time to time may be assigned to him by the President or by the Board.

ARTICLE VI

WAIVER OF NOTICE

No notice of the time, place or purpose of any meeting of the Members of the Association, or of any meeting of the Board, or of any committee, whether prescribed by law or by these By-Laws, need be given to any person who attends such meeting without protesting, prior thereto or at the commencement thereof, or who, in writing, executed either before or after such meeting waives such notice, and such attendance or waiver shall be deemed equivalent to notice.

ARTICLE VII

AMENDMENTS

The By-Laws of the Association may be amended or repealed at any meeting of the Members of the Association by Members having a total of at least forty (40) votes, provided that notice of the proposed amendment or repeal shall have been given in the notice of such meeting.

ARTICLE VIII

INDEMNIFICATION OF TRUSTEES AND OTHER OFFICERS

Each Trustee and officer shall be indemnified by the Association against any and all judgments, fines, amounts paid in settling or otherwise disposing of actions, suits or proceedings or threatened actions, suits or proceedings, whether civil or criminal, and expenses in connection therewith, actually and necessarily incurred by reason of the fact that he was a Trustee or officer of the Association except in relation

to matters as to which he shall be adjudged in such action, suit or proceeding to be personally liable for a debt, obligation or liability of the Association by reason of his fraud or bad faith.

ARTICLE IX

ACTIONS WITHOUT MEETING

Whenever, under any provision of law or of these By-Laws, the Board is required or permitted to take any action by vote, such action may be taken, without a meeting, by written consent, setting forth the action so taken, signed by the whole Board. The provisions of this Article shall not be construed to alter or modify any provision of law under which the written consent of less than the whole Board is sufficient for any action.

ARTICLE X

MISCELLANEOUS

10.1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

10.2. Compensation of Trustees and Other Officers. The Trustees and Officers of the Association shall not be compensated for acting as such. The Trustees and Officers of the Association shall not be financially interested, directly or indirectly, in any contract relating to the operations of the Association, nor for any contract for furnishing supplies thereto unless such contract, prior to the execution thereof, or such compensation, prior to any payment thereof, shall be approved by a two-thirds vote of all the Trustees.

10.3. Seal. The Board may by resolution provide for and adopt a corporate seal. The Association may use such seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.