

CORPORATE BYLAWS  
OF  
HONEYE LAKE PARK ASSOCIATION, INC.  
Effective: \_\_\_\_\_, 2003  
[DATE OF INCORPORATION]

CORPORATE BY LAWS  
 OF  
 HONEOYE LAKE PARK ASSOCIATION, INC.  
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**BYLAWS**  
**OF**  
**HONEOYE LAKE PARK ASSOCIATION, INC.**

(A New York Not-For-Profit Corporation)

**ARTICLE I - DESCRIPTION**

Section 1. Name

The name of the Corporation is **HONEOYE LAKE PARK ASSOCIATION, INC.** (the "Association").

Section 2. Offices.

The principal office of the Association shall be in the Town of Richmond, County of Ontario, State of New York. The Association may also have offices at such other places within the State of New York as its Board of Directors (the "Board") may from time to time determine or the business of the Association may require.

Section 3. Purposes.

The purposes of the Association shall be those set forth in its Certificate of Incorporation, as amended from time to time.

**ARTICLE II - DEFINITIONS**

Section 1. Association.

"Association" shall mean Honeoye Lake Park Association, Inc., a New York not-for-profit Association.

Section 2. Declaration.

"Declaration" shall mean the document(s) governing the covenants, conditions, restrictions, easements, charges and liens imposed on the Members with respect to the Property owned by the Association, including, but not limited to, the provisions set forth

in the Consent Judgment dated April 8, 1999, Index #85553, dealing with the ability of the Association to raise revenues to pay the expenses of the Association, including maintenance and repairs to the streets in the subdivision, the Property owned by the Association (including all lakefront property and the park area), and to collect assessments from each Member to cover such expenses, and to enforce collection of such assessments. Until such time as a formal Declaration is filed with the Ontario County Clerk's Office, Declaration shall also mean the Rules and Regulations adopted by the Board of Directors and Members of the for-profit New York business corporation bearing the same name as this Corporation, including those entitled "Rules and Regulations 2000" that were ratified by 2/3 of the attending Members of such business corporation at the Annual Meeting of June 2000.

### Section 3. Member.

"Member" shall mean every person or entity who is record owner of a fee interest in any portion of the Property identified as a separate parcel on the tax records of the Town of Richmond or shown as a separate lot upon any recorded or filed subdivision map, which is subject by covenants of record or by Consent Judgment to assessments by the Association, including contract vendors. No person, however, shall be a member of the Association solely on account of ownership of an interest in a portion of the Property solely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from record fee ownership of a portion of the Property subject to assessment by the Association.

### Section 4. Property.

"Property" shall mean all property within the Honeoye Lake Park Association Subdivision that is subject to these Bylaws, as set forth in the Declaration.

## **ARTICLE III -MEMBERSHIP**

### Section 1. Composition.

The Members of the Association shall be all of the Owners of a portion of the Property, provided that any person or entity holding such interest merely as security for the performance of an obligation shall not be a Member.

## Section 2. Rights and Powers of Membership.

The Members shall have and exercise all the rights and powers of corporate Membership created by the laws of New York or the Certificate of Incorporation or Bylaws of the Association.

## Section 3. Annual Meeting of Membership.

There shall be an annual meeting of the Membership each year no later than six (6) months following the end of the Association's fiscal year, at a convenient time and place designated by the Board of Directors. At the annual meeting of the Membership, the Members shall elect the Association's directors, receive the annual report of directors, and transact such other business as may properly come before the meeting.

## Section 4. Annual Report.

At the annual meeting of the Membership, the President and the Treasurer of the Association shall present an annual report showing in appropriate detail the following information:

- a. A complete verified or audited financial statement of the Association for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Association; and
- b. A summary of the activities of the Association during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

## Section 5. Special Meetings.

Special Meetings of the Members may be called at any time by the President or the Board of Directors, and shall be called by the Secretary of the Association at the request in writing of members of the Association holding not less than ten percent (10%) of the votes entitled to be cast at the meeting.

## Section 6. Notice of Meetings.

Not less than ten (10) days or more than fifty (50) days before the date of any Annual or Special Meeting of Members, the Association shall give to each Member written or printed notice stating the time and place of the meeting and, in the case of a Special Meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting and the purpose or purposes for which the meeting is called. Such notice shall be delivered either by mail or by presenting it to the Member

personally. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, addressed to the Member at his or her post office address as it appears on the records of the Association. Any meeting of Members, Annual or Special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement at the meeting at which the adjournment is taken. Notwithstanding the foregoing, any Annual or Special meeting in which changes to the Rules and Regulations of the Association, or to the Declaration of Covenants, Restrictions, Easements, Charges and Liens, must be in writing and mailed out to each Member on or before March 31<sup>st</sup> in the year that such change is to be discussed and voted on.

#### Section 7. Waiver of Notice

For any Annual or Special meeting of Members, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after such meeting is held, or actual attendance at the meeting in person without objection to lack or deficiency of notice prior to the conclusion of the meeting, shall be deemed equivalent to the giving of such notice to such persons.

#### Section 8. Voting Rights

Each Member shall be entitled to one (1) vote at each meeting regardless of how many lots within the Property that such Member owns.

#### Section 9. Quorum.

The presence in person or by proxy of members having not less than Ten Percent (10%) of the total votes of the Membership entitled to vote shall constitute a quorum at any meeting. However, if a meeting cannot be held because a quorum is not present, the majority of the Members present, either in person or by proxy, may, without notice other than announcement to those physically present, adjourn the meeting to a time not less than forty-eight (48) hours later, until a quorum shall be present in person or by proxy.

#### Section 10. Action by Members.

Directors shall be elected by the affirmative vote of Members entitled to vote and casting a plurality of the votes cast at a meeting of Members. With respect to all acts other than the election of Directors, the act of Members casting a majority of the votes cast at a meeting shall be the act of the Members unless the act of a greater or lesser number is required by law, or by the Certificate of Incorporation of the Association, the Declaration or these By-Laws. Notwithstanding the foregoing, any changes to the Rules and Regulations shall require the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the Members present at such meeting, and any changes to the Declaration, Covenants,

Restrictions, Easements, Charges and Liens shall require the affirmative vote of at least two thirds ( $\frac{2}{3}$ ) of the Members present at such meeting.

#### Section 11. Voting Regulations.

The Board of Directors of the Association may make such regulations, consistent with the terms of the Declaration, the Certificate of Incorporation, these By-Laws and the Not-for-Profit Corporation Law of the State of New York, as it deems advisable for any meeting of the Members, in regard to proof of membership in the Association, evidence of right to vote, election or appointment of inspectors of votes, registration of Members for voting purposes and such other matters concerning the conduct of meetings and voting as it shall deem appropriate.

#### Section 12. Corporate Members.

Any votes of a corporate member may be cast by an appropriate officer of such corporation.

#### Section 13. Joint of Common Ownership

Any one (1) joint or common fee owner in good standing of any lot within the Property shall be entitled to cast the vote with respect to the portion of the Property so owned, but all such joint or common owners shall together cast only one (1) vote for each such lot within the Property conferring voting rights. If such joint or common fee owners in good standing own more than one (1) such lot together, they shall be entitled to collectively cast only one (1) vote for all such lots owned. If the owners are unable to determine how the vote shall be cast, no vote shall be cast.

#### Section 14. Absentee Ballots.

On any matter submitted to the members for vote, other than the election of Directors of the Association, any Member entitled to vote may cast a vote without attending the meeting in question by filing a written statement with the Board of Directors prior to the meeting in question, specifying the issue on which the Member intends to vote and that the Member votes for or against the same. Members unable to attend a meeting at which Directors of the Association are to be elected shall be entitled to file an absentee ballot if so provided by the Board of Directors, or may vote by a proxy which shall be in writing and shall be filed with the Secretary of the Association.



Section 15. Waiver and Consent.

Wherever the vote of the membership required by law or by the Certificate of Incorporation of the Association, the Declaration or these By-Laws, to be taken in connection with any action of the Association, the meeting and vote of the membership may be dispensed with if all Members who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such action being taken.

**ARTICLE IV -BOARD OF DIRECTORS**

Section 1. Authority.

Subject to the rights and powers of the Members, all the affairs, property, business and policies of the Association shall be under the charge, control and direction of its Board of Directors.

Section 2. Number and Classes of Directors.

The Board shall consist of nine (9) directors, or such other number as may be determined by the Members, subject to the limitation that no decrease in the number shall shorten the term of any incumbent director. The directors of the Association shall be divided into three classes, hereby designated Class A, Class B and Class C. There shall be three (3) directors in each class. The term of office of the initial Class A directors shall expire at the annual meeting of Members in 2004, or until a successor has been elected and qualified, the term of office of the initial Class B directors shall expire at the annual meeting of Members in 2005, or until a successor has been elected and qualified, and the term of office of the initial Class C directors shall expire at the annual meeting of Members in 2006, or until a successor has been elected and qualified. There is no limitation on the number of terms that a person may serve as a Director.

Section 3. Annual Meeting of Board.

The Board shall hold an annual meeting each year as soon as practical after the annual meeting of the Members at a convenient time and location as it may determine for the purposes of electing the officers for the coming year and transacting such other business as shall come before the meeting. Written notice of the annual meeting shall be given to each director not less than ten (10) days before the meeting.

#### Section 4. Annual Report

At the annual meeting of the Board, or at a regular meeting of the Board held within one hundred eighty days following the end of the Association's fiscal year, the President and the Treasurer shall present an annual report showing in appropriate detail the following information:

- a. A complete verified or audited financial statement of the Association for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Association; and
- b. A summary during the preceding year of the Association during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

#### Section 5. Regular Meetings of the Board.

The Board shall hold regular meetings at least quarterly at a convenient time and location designated by the President. Written notice of all regular meetings shall be given to each director not less than ten (10) days before the date fixed for such meeting.

#### Section 6. Special Meetings of the Board.

Special meetings of the Board may be called at any time by the President and shall be called by the President or the Secretary within ten (10) days after receipt of a written request from any three (3) directors calling for such a meeting. The request or resolution shall state the purpose(s) for such a meeting. Notice of each special meeting shall be given to each director at least ten (10) days in advance of the date of such special meeting. The notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at the special meeting.

#### Section 7. Notice of Meetings.

Regular meetings of the Board of Directors shall be on the 1<sup>st</sup> Tuesday of each month at 7:00 p.m. at Pittsford Village Hall, 21 North Main Street, Pittsford, New York, or at such other date, time or place as may be otherwise designated in a formal written notice to directors. Formal written notice of each meeting of the Board, when required

because it is different from that designated in this Section 7, shall state the place, date and time of the meeting and, in the case of special meetings, shall state the business for which the meeting has been called and identify the person or persons calling the meeting. Such notice shall be given to each director either personally or by mail, telefax or e-mail not less than the number of days in advance prescribed in these Bylaws for the type of meeting being called. If mailed, notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the director at his or her address as it appears in the record of directors or to such other address as the director shall have specified to the Secretary of the Association in writing. If sent by telefax, notice is given when the sender receives confirmation that the transmission has been received by the recipient's telefax machine. If e-mailed, notice is given when the sender effects electronic transmission.

#### Section 8. Waiver of Notice.

Notice of any meeting of the Board need not be given to any director who submits a waiver of notice either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

#### Section 9. Place of Board Meetings.

The Board may hold its meetings at the office of the Association or at such other places within the State of New York as it may from time to time determine.

#### Section 10. Quorum of Directors

The presence in person of a majority of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business. A majority of the directors present, whether or not a quorum is present, may adjourn any directors meeting to another time and place. *Notice* of any adjournment of a meeting of the Board to another time or place shall be given to each director.

#### Section 11. Action by the Board

Each director shall be entitled to one vote on each matter properly submitted to the directors for action at any meeting of the Board. Unless otherwise required by law or these Bylaws, the vote of a majority of the directors present: at the time of the vote at a duly convened meeting at which a quorum is present shall be the act of the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the directors or Members of the committee consent in writing to the adoption of a resolution setting forth and authorizing the action. The resolution and written consent thereto by the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more directors or

Members of any committee may participate in a meeting of such Board or committee by means of conference telephone or similar equipment that allows all persons participating in the *meeting* to hear each other at the same time. Participation by such means shall constitute presence *in person* at such a meeting.

#### Section 12. Records

The Secretary, or his or her designee, shall maintain complete and accurate minutes of, including findings, conclusions, recommendations, actions and director attendance at, each Board meeting and shall retain each notice sent and each resolution and unanimous written consent executed by the Board. Said notices, minutes, resolutions and written consents shall be maintained in the permanent records of the Association, and a copy shall be forwarded promptly to the Secretary of the Members of the Association.

#### Section 13. Attendance at Meetings

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. Absence from a meeting may be excused for good cause shown. Two unexcused absences or four absences in any combination from regular meetings of the Board during a twelve month period shall constitute cause for removal.

#### Section 14. Compensation of Directors

No director of the Association shall receive, directly or indirectly, any salary, compensation or emolument from the Association in the role as director, but directors shall be reimbursed for reasonable expenses incurred in the performance of Association duties without such prior approval of the Board. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

#### Section 15. Vacancies.

Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors (although less than a quorum) or by a sole remaining Director and, if not previously filled, shall be filled at the next succeeding meeting of the Members of the Association. Any Director elected to fill a vacancy shall serve as such until the expiration of the term of the Director whose vacancy such person was elected to fill. Any vacancy occurring by reason of an increase in the number of Directors may be filled by action of a majority of the entire Board of Directors and any Director so elected shall hold office until the next meeting of Members or until a successor is elected and qualifies.

## Section 16. Removal.

At any meeting of members, duly called at which a quorum is present, the Members may, by majority vote remove any Director or Directors from office but only for cause and may by majority vote elect the successor to fill any resulting vacancy for the unexpired term of the removed Director.

## Section 17. Powers of the Board.

The Board of Directors may exercise all the powers of the Association, except such as are conferred upon or reserved to the Members by statute or by the Certificate of Incorporation or these By-Laws. The powers, duties and authority of the Board of Directors shall specifically include, but shall not be limited to, the following:

- a) To determine, levy and collect the assessments and common charges as provided for in the Declaration.
- b) To collect, use and expend the assessments and charges collected for the maintenance, care and preservation and operation of the Association Property as permitted by the Declaration.
- c) To procure and maintain adequate liability insurance covering the Association, its Directors, Officers, agents and employees and to procure and maintain adequate hazard insurance on such of the Association 's real and personal properties as it deems appropriate.
- d) To repair, restore or alter the properties of the Association or such other improvements for which the Association may now or hereafter have such responsibility under the Declaration, as amended, after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings.
- e) To promulgate rules and regulations relating to the use, operation and maintenance of the Association Property for the safety and convenience of the users thereof or to enhance the preservation and use of facilities or which, in the discretion of the Association, shall serve to promote the best interests of the Members, and to establish and enforce penalties for infractions thereof.
- f) To collect delinquent assessments by suit or otherwise, to abate nuisances and to enjoin or seek damages from Members for violations of the provisions of the Declaration or of any rules or regulations of the Association.

- g) To pay all expenses incurred by the Association and all taxes owing by the Association.
- h) To keep a complete record of the actions of the Board of Directors and the corporate affairs of the Association and such other recorded as it deems appropriate.
- i) To issue, or cause to be issued, upon demand by any person, an "Assessment Certificate" setting forth the status of payment of assessments for any portion of the Property.
- j) To grant easements or rights of way to any public or private utility corporation, governmental agency or political subdivisions, with or without consideration.
- k) To exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these By-Laws, the Certificate of Incorporation or the Declaration.

Section 18. Duties of the Board.

It shall be the duty of the Board of Directors to:

- a) Cause to be kept a complete record of all its acts and corporate affairs and to regularly present a written report thereon in compliance with New York statutes to the Members at the Annual Meeting of the Members, or at any Special Meeting to present a written report only when same is requested in writing by at least one-fourth (1/4) of the Members who are entitled to vote.
- b) Supervise all officers, agents and employees of the Association and to see that their duties are properly performed.
- c) As more fully provided in the Declaration now or as hereafter amended or supplemented, to:
  - 1) Fix the amount of Special Assessments and Maintenance Assessments and other assessments to be assessed and levied against each lot within the Property at the time or times and in the manner provided in the Declaration;

- 2) Send written notice of each assessment to every owner of a lot within the Property subject thereto at the time and in the manner provided in the Declaration; and
  - 3) Foreclose the lien against any lot within the Property for which assessments are not paid within 30 days after their due date, and to bring an action at law against the Member thereof personally obligated to pay the same.
- d) Issue, or cause an appropriate officer to issue, upon demand by any person, a Certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these Certificates. If a Certificate states an assessment has been paid, such Certificate shall be conclusive evidence of such payment.
  - e) Cause the Association Property to be maintained.
  - f) Prepare annual financial statements of the Association and presented to the membership at the annual meeting.
  - g) Approve all proposed improvements, additions, modifications or alterations to any existing improvements or any proposed change to the Association Property.

## **ARTICLE V - OFFICERS**

### Section 1. Designation and Election of Officers.

The officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as the Board may deem necessary or advisable. They shall be appointed by the Board of Directors.

### Section 2. Election.

The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members.

### Section 3. Term and Vacancies.

The officers of the Association shall hold office until his or her successor shall have been duly elected, unless he or she shall sooner resign or shall be removed or

otherwise be disqualified to serve. The vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

#### Section 4. Resignation and Removal.

Any officer may be removed by the Board of Directors with cause, whenever, in the judgment of the Board, the best interests of the Association will be served thereby. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 5. President

The President shall preside at all meetings of the Board of Directors and the Executive Committee, and shall appoint committee Members and chairmen, and shall undertake such other duties as may be prescribed by the Board. The President shall be, ex officio, a voting Member of all Board committees.

#### Section 6. Vice President

The Vice President shall perform the duties of the President during the absence or disability of the President, and shall have such other duties as may be assigned by the President or the Board.

#### Section 7. Treasurer

The Treasurer shall be responsible for:

- a. maintaining custody of all funds belonging to the Association and managing and controlling the same under the supervision of the Board;
- b. maintaining the Association's accounting system in such a manner as to give a true and accurate accounting of the financial transactions and condition of the Association;
- c. rendering to the President and the Board, at the regular meetings of the Board or whenever they require it, and to the Members whenever it requires it, a report of the financial transactions and condition of the Association. The Treasurer shall also give a full financial report at the annual meetings of the Members and the Board; and



- d. performing such other acts as are incidental to the office or are directed by the Board or the President.

#### Section 8. Secretary.

The Secretary shall be responsible for:

- a. sending appropriate notices and preparing agendas for meetings of the Board;
- b. maintaining custody of all records and reports of the Association, including, but not limited to, the minutes, resolutions and unanimous written consents of the Board and its committees, and the written consents of the Members;
- c. keeping and reporting of complete and accurate minutes of meetings of the Board, including resolutions and all unanimous written consents;
- d. forwarding to the Secretary of the Members, if there is one, copies of the Minutes (including resolutions and unanimous written consents) of the Board and the Executive Committee promptly after they are approved; and
- e. performing such other duties as are incidental to the office or are directed by the Board or the President.

#### Section 9. Compensation.

No officer of the Association shall receive any stated salary for his or her services, provided that nothing herein contained shall preclude any executive officer from serving the Association in any other capacity and receiving compensation therefor.

## **ARTICLE VI -INDEMNIFICATION AND INSURANCE**

#### Section 1. Indemnification.

The Association may indemnify, including advancement of expenses in defending litigation, its directors and officers to the fullest extent authorized and permitted by law and as set forth in: (1) the Certificate of Incorporation; (2) these Bylaws; (3) the Declaration of Covenants, Restrictions, Easements, Charges and Liens;

(4) a resolution of the Members or of directors; or (5) an agreement providing for such indemnification. The Association's Members and directors are hereby authorized to adopt such resolutions and the Association is authorized to enter into such agreements. The Association is further authorized to indemnify its employees and other personnel to the fullest extent permitted by law.

Section 2. Insurance.

The Association may purchase directors' and officers' liability insurance if authorized and approved by the Board.

**ARTICLE VII -BOOKS AND RECORDS**

Section 1. Books and Records.

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, Certificate of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association.

**ARTICLE VIII - CORPORATE SEAL**

The Board may adopt a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal, New York."

**ARTICLE IX - FISCAL YEAR**

The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December in each year.

## **ARTICLE X - AMENDMENTS**

### **Section 1. Alteration, Repeal or Amendment.**

These By-Laws may be altered, repealed or amended and new By-Laws may be adopted at any regular or special meeting of the Members, by vote of a majority of Members entitled to vote present in person or by proxy, or (except as to any matter affecting membership qualifications or voting rights) at any regular or special meeting of the Board of Directors or by the affirmative vote of a majority of the whole Board of Directors.

### **Section 2. Conflict with Certificate of Incorporation or with Declaration.**

In the case of any conflict between the Certificate of Incorporation and these By-Laws, the Certificate of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.