

BY-LAWS

OF

SUMMER WIND HOMEOWNERS’

ASSOCIATION, INC.

AS AMENDED BY THE MEMBERS APRIL 27, 2019
With Revisions by
The Board of Directors May15, 2019

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**BY-LAWS
OF
SUMMER WIND HOMEOWNERS' ASSOCIATION, INC.
(A NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I
NAME, LOCATION AND MEMBERSHIP**

Section 1.01. Name and Location.

The name of the not-for-profit corporation, organized and created pursuant to the New York State Not-for-Profit Corporation Law, is Summer Wind Homeowners' Association, Inc. by the filing of the Certificate of Incorporation in the Office of the Secretary of State of the State of New York on October 29, 1997. The Corporation is hereinafter referred to as the "Association". The Association was organized for the purpose of maintenance, preservation, repair and replacement of Common Property owned or to be owned by the Association (the "Common Property"), administering the operations of the Association, and such other purposes as are set forth in the Certificate of Incorporation and the Amended, Restated and Supplemental Declaration of Easements, Covenants, Conditions, Restrictions, Charges and Liens of Summer Wind Homeowners' Association; hereinafter known as the Declaration, , all for the benefit of the Association and its Members. The principal office of the Association shall be located in the City of Saratoga Springs, County of Saratoga, State of New York. The Association may also have such offices at such other places within the State as the Board of Directors may from time to time determine.

Section 1.02 Applicability of By-Laws.

The provisions of these By-Laws, the Certificate of Incorporation, and the Declaration are applicable to all Members of the Association, the Common Property and the use thereof.

All present and future Owners, their guests, lessees, licensees, invitees and Mortgagees, and any other person having a right to use all or a portion of the Common Property by virtue of rights previously granted by deed and any other person who may use the facilities of the Common Property in any manner, are subject to these By-Laws; the Certificate of Incorporation; the Declaration, and Rules and Regulations (as hereinafter defined).

All capitalized terms herein, which are not separately defined or denominated herein shall have the meanings given to those terms in Article I of the Declaration.

ARTICLE II **MEMBERS**

Section 2.01 Membership in the Association.

The Association shall have as Members only Owners within the Summer Wind community. All Owners shall, upon becoming such, be deemed automatically to have become Members and there shall be no other qualification for Membership. Membership shall be appurtenant to, and shall not be separated from, the ownership of any of the interests described in the definitions of the word "Owner" or "Member" as found in Article I of the Declaration. Any person or entity holding an interest in a Lot or Home merely as security for the performance of an obligation shall not be a Member.

Section 2.02 Voting.

Each Voting Member shall be entitled to cast one (1) vote regardless of the number of Homes owned by such Member, at all meetings of and elections by Members. In the event that any Home is owned by more than one person, each Home shall designate one Member to be the Voting Member at each meeting requiring a vote be cast.

Voting rights of any Owner delinquent in the payment of his Assessments may not be suspended.

Section 2.03 Right to Vote.

At any meeting of Members, every Voting Member having the right to vote shall be entitled to vote in person, by mail (absentee, email, facsimile or mail-in ballot) or by a person, who need not be an Owner, designated by him to act as proxy on his behalf.

Section 2.04 Proxies.

All proxies shall be in writing and shall be filed with the Secretary prior to the commencement of the meeting at which the same are to be used. Such proxies shall only be valid for such meeting or subsequent adjourned meetings thereof held within 11 months of the date of proxy. A notation of such proxies shall be made in the minutes of the meeting.

Section 2.05 Absentee, Email, Facsimile or Mail-In Ballot.

All absentee, email, facsimile or mail-in ballots shall be in writing and shall be filed with the Secretary prior to the commencement of the meeting at which the same are to be used. Such ballots shall be valid only for such meeting or subsequent adjourned meeting thereof. A notation of all such ballots shall be made in the minutes of the meeting.

Section 2.06 Voting Regulations.

(a)The Board of Directors may make such regulations, consistent with the terms of the Declaration, the Certificate of Incorporation, the 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, the appointment and duties of inspectors of election, registration of Members for voting purposes, the establishment of representative voting procedures and such other matters concerning the conduct of meetings and voting as it shall deem appropriate.

(b)The right to vote, and all other rights and interests, of a Member shall terminate when the Home or Lot owned by such Member is sold or transferred by deed, other instrument, or by operation of law.

ARTICLE III **MEETING OF MEMBERS**

Section 3.01 Annual Meeting.

(a) The Annual Meeting of Members of the Association shall be held on a date designated by the Board of Directors, but no later than one month following the close of the fiscal year. Special Meetings of Members may be held on such date or dates as may be fixed by the Board of Directors of the Association from time to time and by the Members on such date or dates as shall be permitted by law.

Section 3.02 Place of Meetings.

Any Annual or Special Meeting of Members may be held at such place reasonably accessible to the Property as the Board of Directors of the Association may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event Members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at a place convenient to the Property.

Section 3.03 Notice of Meetings.

(a) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Association instructed to do so by the Board of Directors, except to the extent that Directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the Members when required to do so by law.

(b) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for the Annual Meeting shall state that the meeting is being called for the election of Directors and for the

transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any special meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given by first class mail or email not less than 10 days nor more than 50 days before the date of the meeting, to each Member at the address recorded on the records of the Association for such Member, or at such other address which the Member may have furnished in writing to the Secretary of the Association. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office or when the email has been sent to the email address on record. Any meeting of Members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner herein provided. No notice need be given to any Member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a Member in person or by proxy or by absentee, email, facsimile or mail-in ballot at a meeting without protesting the lack of notice of a meeting shall constitute a waiver of notice by such Member.

Section 3.04 List of Members.

At every meeting of Members, there shall be presented a list or record of Members and of Voting Members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any Member who has given written notice to the Association as stated in Article VI Section 6.05, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all such Voting Members who appear on such list or record may vote at such meeting.

Section 3.05 Annual Report.

At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Association and entered in the minutes of the proceedings of such Annual Meeting of Members.

Section 3.06 Order of Business.

Meetings of the Members shall be presided over by the following officers, in order of seniority: President, Vice-President, Treasurer, or member of the Board of Directors, or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the Members in attendance. The Secretary of the Association shall act as Secretary at every meeting. When the Secretary is not available, the Chairman may appoint another board member as acting secretary of the meeting.

The order of business at all meetings of Members shall include:

Certification of a Quorum
Reading of the minutes of the preceding meeting
Report of committees
Officers' reports
Old business
New business

Section 3.07 Proxies.

Every Member may authorize another person to act for him by proxy in all matters in which a Member may participate, including waiving notice of any meeting, voting (in the case of Voting Members) or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the Member or his attorney in fact, and shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. Except as otherwise provided by law, and subject to the limitation contained in Section 2.04 of these By-Laws, no proxy shall be valid after the expiration of eleven months from its date.

Section 3.08 Inspections of Elections.

The Board of Directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting shall appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of Members outstanding, the number of Voting Members represented at the meeting, the existence of a quorum and the validity and effect of proxies and absentee, email, facsimile and mail-in ballots. The inspectors shall receive and record votes, ballots or consents; hear and determine all challenges and questions arising in connection with the right to vote, irregularities in voting and procedures for nominations from the floor; count and tabulate all votes, ballots or consents when vote is not or cannot be determined by acclamation; determine the result and do such acts as are proper to conduct the election or vote of all Members. The Board shall decide the validity of any challenges. The inspectors shall make a report to the Secretary in writing of all matters determined by them with respect to such meeting. The Secretary shall include the report in the minutes of the Meeting.

Section 3.09 Quorum.

Except as provided by law, a majority of the total number of Voting Members of the Association entitled to cast a vote, as stated in Article II Section 2.02 of these By-Laws, shall constitute a quorum for the transaction of any business. The Voting Members present may adjourn the meeting despite the absence of a quorum. Each Voting Member shall be entitled to one vote. In the election of Directors, a plurality of the votes cast shall elect. Except to the extent provided by law and- these By-Laws, all other action shall be by a majority of the votes cast by those Voting Members constituting a quorum

Whenever the vote of Members is required or permitted, such action may be taken without a meeting on the written consent (including email) setting forth the action to be taken signed by a majority of the Members entitled to vote.

Section 3.10 Record Date.

The Board of Directors of the Association shall fix a record date for the purpose of determining Members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine Members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining Members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of Directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

Section 3.11 Certificates.

The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Association.

ARTICLE IV **BOARD OF DIRECTORS**

Section 4.01 Number and Qualification of Directors.

The Association shall be managed by a Board of Directors. Each Director shall be at least 18 years of age, and shall be a Member of the Association during his directorship. The number of Directors constituting the entire Board shall be no less than three nor more than nine. The maximum number of Directors may be increased or decreased by action of the Members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any Director then in office.

Section 4.02 Nominations.

The following procedures shall be utilized for the nomination and election of Directors:

(a) No later than three months prior to the Annual Meeting, the Board shall appoint a committee of no fewer than three Members of the Association to serve as a Nominating Committee and two or more Members to serve as election inspectors. No Member of the Board may be appointed to either position. None of these appointees can be candidates for that year's election.

(b) The Nominating Committee shall solicit interest from Members of the Association in serving on the Board. The solicitation shall be mailed or emailed to all Members no later than 60 days prior to the Annual Meeting date. Members shall have 21 days from the date the solicitation is sent to respond.

(c) The Committee shall review all responses from Members interested in serving and shall certify that:

1. The response was received by the date specified in the solicitation for submission;
2. The candidate is a Member of the Association as defined in Article II Section 2.01 of these Bylaws,
3. Is at least 18 years of age, and
4. The candidate is not a Member of the Nominating Committee or an election inspector.

(d) Not later than two weeks after the deadline for receiving expressions of interest, the Committee shall forward to the Board a list of all interested Members.. The list will note any disqualifications and the reason for such disqualification. The qualified Members shall constitute the list of candidates for the election of Members to the Board.

(e) The Board of Directors will accept the Committee's report, set dates for the distribution of absentee ballots to all Members and the last day for receipt of completed absentee ballots. The last day for receipt of absentee ballots will be no later than three business days before the date of the Annual Meeting.

(f) The Committee shall notify in writing any person of his disqualification and the reason(s).

Section 4.03 Election Procedures.

The Board of Directors, in conjunction with the Nominating Committee and the election inspectors, shall develop, oversee and ensure a fair process that allows all Voting Members to participate in the election of Directors pursuant to Not-for-Profit Corporation Law.

Section 4.04 Election and Term of Office.

The membership shall elect Directors to hold office for a two-year term. Each elected Director shall hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his or her prior resignation or removal as hereinafter provided.

Section 4.05 Removal/Resignation of Directors.

(a) Any or all members of the Board of Directors may be removed with or without cause and as permitted by law by the affirmative vote of a majority of Voting Members entitled to vote at a meeting where a quorum is present. The Board of Directors may remove any Director hereof for cause only and as permitted by law.

(b) A Director may resign at any time by giving written notice to the Board of Directors or to an officer of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by any member of the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

Section 4.06 Vacancies.

Newly created Directorships or vacancies on the Board of Directors caused by death, loss of Member status by virtue of transfer or sale of a Home, removal or resignation may be filled by a vote of the majority of the Board of Directors then in office, even if less than a quorum. A Director elected or appointed to fill a vacancy shall hold office until the next Annual Meeting at which the election of directors is in the regular order of business, and until his successor is elected.

Section 4.07 Board Meetings.

(a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special Meetings may be called by or at the direction of the President or by a majority of the Directors then in office.

(c) Written, oral or any other method of notice of the time and place shall be given for Special Meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The Requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the

lack of notice to him.

Section 4.08 Quorum and Voting.

A majority of the entire Board of Directors shall constitute a quorum. At any meeting held to remove one or more Directors a quorum shall consist of a majority of all of the Directors present at such meeting. Whenever a vacancy or vacancies on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the Board of Directors excluding the vacancy or vacancies. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law or these By-Laws, the act of the Board of Directors shall be by a majority of the Directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Association shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 4.09 Presiding Officer.

The President shall preside at all meetings of the Board of Directors. If there be no President, or in his absence, the Vice President shall preside, and, if there be no Vice President or in his absence, any other Officer or a Director chosen by the Board, shall preside.

Section 4.10 Committees.

Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number an executive committee and other Committees of the Board or Committees of the Corporation pursuant to Not-for-Profit Corporation Law Section 712. There shall be the following Committees of the Corporation: Audit; Nominating; Architectural Standards and Common Property, whose members shall be appointed by the Board of Directors. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. All Committee members may be removed with or without cause by the affirmative vote of not less than two-thirds of the members of the Board of Directors and as permitted by law. Unless otherwise stated, all Committee Members shall be Members of the Association.

No member of the Board of Directors may concurrently serve on the following Committees of the Corporation with the exception of the Common Property Committee.

1. Architectural Standards Committee.

In order to maintain property values, the Architectural Standards Committee shall approve all proposed additions, exterior modifications or alterations to any Home or other improvements on or proposed changes in the use of the Lot or any other portion of the Property including Common Property. The Architectural Standards

Committee may also assist and advise the Board in enforcing the Declaration and in advertising and publishing rules, regulations and guidelines as determined in Article VI Section 6.02-6.14 of the Declaration, and may perform such other duties or functions as may be assigned by the Board of Directors. The Committee shall be composed of five or more persons as determined by the Board of Directors for terms of two years.

2. Audit Committee.

The Audit Committee shall consist of no fewer than three Members to be appointed by the Board of Directors for terms of two years. No Director shall be a Member of the Audit Committee. The Audit Committee shall examine the financial records of the Association no less than 30 days prior to the Annual Meeting and make a report to the Board of Directors at a Board Meeting prior to the Annual Meeting and to the Members at the Annual Meeting. The Audit Committee shall present its findings as to the adequacy of the record keeping and procedures, and may make recommendations for changes. The Board may comment on the Audit Committee's report at the Annual Meeting but may not direct the Audit Committee to change its findings. In addition to the annual report, the Audit Committee may, at its discretion, examine the books at any time and report on its findings to the Board and Members.

3. Common Property Committee.

The Common Property Committee shall be charged with advising the Board of Directors on the maintenance and use of Common Property of the Association. The Committee may make recommendations to the Board concerning improvements, repairs, rules and regulations for the use of the Common Property and may perform other such duties or functions as may be assigned by the Board. The Common Property Committee shall be composed of three or more Members or residents as appointed by the Board of Directors for a term of two years.

4. Nominating Committee.

The Nominating Committee shall be composed of not less than three Members appointed by the Board of Directors annually for the purpose of recruiting nominations for Directors. No member of the Nominating Committee may be a member of the Board of Directors or a candidate for election in the year in which he serves. Duties are defined in Article IV Section 4.02 of these Bylaws.

Section 4.11 Indemnification and Other Insurance.

a) The Board of Directors has an affirmative obligation to indemnify and shall procure appropriate insurance to ensure that every Director and Officer of the Association shall be, and is hereby, indemnified by the Association against all expenses and liabilities, including insurance deductibles, fees of counsel, reasonably incurred by, or imposed upon, such Director or Officer

in connection with any proceeding to which such Director or Officer may be a party, or in which such Director or Officer may become involved by reason of being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is guilty of willful misfeasance or malfeasance in the performance of duties, provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement as being in the best interests of the Association.

The foregoing right of indemnification shall be in addition to, and shall not be exclusive of, any rights to which each such Director or Officer may otherwise be entitled. The Association shall indemnify and hold harmless each of the Members of the Board of Directors against all contractual liability to others arising out of contracts made by the Board of Directors on behalf of the Association unless such contract shall have been made in bad faith or contrary to the provisions of law or these By-Laws. The Board of Directors or individual members of the Board shall have no liability with respect to any contracts made by it on behalf of the Association.

b) The Board of Directors shall also obtain liability insurance covering the Common Property and all damage and injury caused by the negligence of the Association or any of its agents, officers or employees in an amount of not less than one million dollars for each occurrence. Such policies shall contain a waiver of the right of subrogation against Members of the Association, its officers, agents and employees.

The Board of Directors shall have authority to and shall obtain any other types of insurance that it determines to be reasonable and appropriate.

Section 4.12 Powers and Duties.

The Board of Directors may exercise all rights, powers, duties and authority vested or delegated to the Association and not reserved to the Owners by other provisions of these By-Laws, the Certificate of Incorporation, the Declaration and/or Not-for-Profit Corporation Law, including but not limited to, the following:

- a. to establish and maintain such bank accounts as may be required for the operation of the Association, prepare and adopt an annual budget, and prepare or cause to be prepared all financial reports;
- b. to determine, levy and collect Assessments, and expend such Assessments for the maintenance, repair, replacement and preservation of the Homeowners Association Common Property and for administering the affairs of the Association;
- c. to procure and maintain adequate liability insurance covering the Association, its directors, officers, agents and employees; to procure and maintain adequate hazard insurance on such of the Association's real and personal properties as it deems appropriate;
- d. to employ and terminate the employment of employees, independent contractors

and professionals, to purchase supplies and equipment, enter into contracts and generally have the powers of manager in connection with the matters herein set forth. Any contracts entered into shall be terminable by the Board upon not more than ninety (90) days notice without penalty;

- e. to adopt and publish rules and regulations governing the uses of the Property and the Common Property, the privately owned lots and home exteriors, and the personal conduct of the Owners, lessees and their guests thereon, and establish fines for infractions thereof;
- f. to collect delinquent Assessments by suit or otherwise, to abate nuisances and to enjoin or seek damages from owners for violations of the provisions of the Declaration, these By-Laws or any Rules and Regulations of the Association;
- g. to file such federal, state or other tax returns on behalf of the Association as may be required and to pay any and all taxes owing by the Association;
- h. to declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive meetings of the Board of Directors;
- i. to keep a complete record of the actions of the Board of Directors and the corporate affairs of the Association and to present a statement thereof to the Owners at the annual meeting of Owners;
- j. to issue, or cause to be issued, upon demand by any person, an "Assessment Certificate", as provided in the Declaration, setting forth the status of payment of Assessments on any Home, and an "Architectural Compliance Certificate" setting forth compliance with architectural standards of the Home, as provided in the Declaration;
- k. to receive, by way of deed or gift, and hold any property of a real or personal nature;
- l. to purchase, or otherwise acquire, any real property upon the affirmative vote of not less than 2/3 of all Voting Members cast at any regular or special meeting thereof;
- m. to sell, lease or mortgage any real property belonging to the Association upon the affirmative vote of not less than 2/3 of all Voting Members cast at any regular or special meeting thereof;
- n. to establish such committees as the Board of Directors deems necessary for the operation of the Association and the enhancement of the Property.

Section 4.13 Right to Maintain Surplus and Reserves.

The Association shall not be obligated in any fiscal year to spend all sums collected in such year by way of Assessments, or otherwise, and may allocate such funds to any reserves for repair or replacement of the Common Property or additions thereto (which the Association through its Board of Directors may establish and maintain) or carry such sums forward as surplus. The Association shall not be obligated to apply such surpluses to the reduction of the Maintenance Assessment in the succeeding year, or apply same to the reduction of any Special Assessments, but may carry forward from year to year such surplus as the Board of Directors in its absolute discretion may determine to be desirable for the greater financial security and the effectuation of the purposes of the Association.

ARTICLE V
OFFICERS

Section 5.01 Officers.

The Board of Directors shall elect or appoint a President, one or more Vice-Presidents, a Secretary and a Treasurer. No person can hold more than one office.

Section 5.02 Term.

Each officer shall hold office for a two-year term, or if appointed to fill a position that becomes vacant until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time and as permitted by law.

Section 5.03 President.

The President shall be the chief executive officer of the Association, shall have the responsibility of the general management of the affairs of the Association, and shall carry out the resolutions of the Board of Directors.

Section 5.04 Vice-President.

During the absence or disability of the President of the Association, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

Section 5.05 Treasurer.

The Treasurer shall be responsible for the preparation of all monthly and yearly financial statements and the preparation of all financial records for annual audits, have the care and

custody of all of the funds and securities of the Association, and shall deposit said funds in the name of the Association in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall sign checks, drafts, notes and orders for contractual payments which shall have been duly authorized by the Board of Directors and counter signed by the President or his designee.

Section 5.06 Secretary.

The Secretary shall prepare and keep the minutes of the Board of Directors and the minutes of the Annual and Special Meetings of Members. He shall: have custody of the seal of the Association, and shall affix and attest the same to documents duly authorized by the Board of Directors; serve all notices for the Association which shall have been authorized by the Board of Directors; and shall have charge of all books and records of the Association.

Section 5.07 Other Officers.

The Board of Directors may elect such other officers as it shall deem desirable. Such officers shall have the authority and shall perform such duties prescribed from time to time by the Board of Directors.

Section 5.08 Agreements, Contracts, Deeds and Other Instruments.

All agreements, contracts, deeds, leases and other instruments of the Association shall be executed by the President of the Association or his designee or, in the absence of the President, by such other person or persons as may be designated by the Board of Directors.

Section 5.09 Compensation of Officers and Directors.

No Officer or Director shall receive any compensation from the Association for acting in his capacity as an Officer or Director. However, any Officer or Director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties as an officer or director. An Officer or Director who serves the Association in any other capacity may receive compensation for contractual specialized services providing prior approval has been granted by resolution of the Board of Directors.

ARTICLE VI **MISCELLANEOUS**

Section 6.01 Records.

The Association shall keep, in the custody of the Secretary and Treasurer, complete and correct records and books of account, and shall keep minutes of the proceedings of the

Members, the Board of Directors or any committee appointed by the Board of Directors, as well as a list or record containing the names and addresses of all Members, Voting Members and First Mortgagees that notify the Association in writing of their entitlement to notice.

Section 6.02 Corporate Seal.

The corporate seal for the Association shall be in such form as the Board of Directors shall from time to time prescribe.

Section 6.03 Fiscal Year.

The fiscal year of the Association shall be fixed by the Board of Directors from time to time, subject to applicable law.

Section 6.04 Amendment.

(a) All By-Laws of the Association shall be subject to alteration or repeal, and new By-Laws may be made by a 2/3 vote of the Voting Members present and entitled to vote in the election of Directors as specified in Article II of these By-Laws, at a Special Meeting of the Members called for such purpose, or at the Annual Meeting provided that Notice of Meeting includes notification of proposed By-Laws changes. Blank votes or abstentions shall not be counted in the number of votes cast

(b) The Board of Directors shall have the power to make, alter or repeal, from time to time, By-Laws of the Association, except that the Board may not amend or repeal any By-law in which control thereof is vested exclusively in the Members. If any By-law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of Members for the election of Directors, the By-law so made, amended or repealed, together with a concise statement of the changes made. Within 45 days of all By-Law changes, the Board will provide all Members with a copy of the changes.

Section 6.05 Notices.

Except as otherwise provided herein, all notices including related materials of Annual or Special Meetings hereunder shall be in writing via email or sent by mail by depositing same in a post office or letter box in a postpaid sealed wrapper, addressed, if to go to the Board of Directors, at the office thereof, and if to go to an Owner, individual Member of the Board or First Mortgagee entitled to notice, to the address of such Owner or First Mortgagee as appears on the books of the Association. All notices and related materials shall be deemed to have been given when mailed or emailed, except notices of change of address, which shall be deemed to have been given when received. Whenever any Annual or Special Meeting notice is required to be given under the provisions of the Declaration or these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed the equivalent of such notice. Members may opt for email notices of

Annual and Special Meetings by submitting their request in writing or via email to the President or Secretary at least 30 days prior to the first Annual or Special Meeting for which email is requested. Such notice will be deemed in effect until said Member notifies the President or Secretary to the contrary.

Notices other than announcements of Annual or Special Meetings may be made via email or mail, and shall be deemed delivered when email is sent or notice is deposited in a post office or letter box.

Section 6.06 No Waiver for Failure to Enforce.

No restriction, condition, obligation or provision contained in these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same, irrespective of the number of violations or breaches thereof which may occur.

Section 6.07 Gender.

The use of the masculine gender in these By-Laws shall be deemed to include the masculine, feminine or neuter and the use of the singular shall be deemed to include the plural, whenever the context so requires.

Section 6.08 Captions.

The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope of these By-Laws, or the intent of any provision thereof.

Section 6.09 Severability.

Should any part of these By-Laws be deemed void or become unenforceable at law or in equity, the validity, enforceability or effect of the balance of these By-Laws shall not be impaired or affected in any manner.

THE FOREGOING have been adopted as the Amended By-Laws of the Summer Wind Homeowners' Association, Inc., a corporation organized pursuant to the New York State Not-for-Profit Corporation Law, by a two-thirds (2/3) vote of the Members of the Association present and entitled to vote, received and filed by the Board on April 27, 2019.

SUMMER WIND HOMEOWNERS' ASSOCIATION, INC.

BY: _____
Monica Ko, Secretary

Amended August 20, 2001
Amended April 27, 2019