

AMENDED AND RESTATED BY-LAWS
Of
RADISSON COMMUNITY ASSOCIATION, INC.

May 16, 2018

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AMENDED AND RESTATED BY-LAWS

Of

RADISSON COMMUNITY ASSOCIATION, INC.

ARTICLE I

GENERAL

- 1.1 NAME AND LOCATION The name of the Corporation is the Radisson Community Association, Inc. The principal office of the Corporation shall be located in the New York State Urban Development Corporation's Lysander New Community Multi-Purpose Project, known as Radisson, in the Town of Lysander, County of Onondaga, State of New York.
- 1.2 PURPOSES AND POWERS The Corporation shall have the purposes and powers set forth in the Certificate of Incorporation thereof, as the same may be amended and supplemented.
- 1.3 DEFINITIONS The following words, as used in these By-Laws shall have the following meaning:
- a. "Association" - Radisson Community Association, Inc.
 - b. "Common Property" - land, facilities and improvements owned by the Association for the common use and enjoyment of property owners in and residents of Radisson.
 - c. "Declaration" - a certain Declaration of Covenants and Restrictions between the New York State Urban Development Corporation and the Association covering Section I of Radisson, as recorded in the Onondaga County Clerk's Office and as the same may be supplemented or amended in the manner prescribed therein, said Declaration being known as the "Radisson Declaration".
 - d. "Developer" - New York State Urban Development Corporation ("UDC") its successors and assigns.
 - e. "Member" - Every person or entity entitled to membership in the Association in accordance with the provisions of the Declaration, or Declaration similar thereto, Certificate of Incorporation or By-Laws herein.
 - f. "Owner" - The record owner, whether one or more persons or entities, of the fee simple title to any lot or improvement subject to the Declaration or the record holder of any leasehold estate subject to said Declaration.
 - g. "Property" - All property within Radisson subject to the Declaration.
 - h. "Radisson" — The New Community undertaken by Developer in the Town of Lysander, New York

ARTICLE II

MEMBERSHIP

2.1 CLASSES OF MEMBERS The following shall automatically become Members and shall constitute the entire membership of the Association:

(a) Class A Members - Residents

Every person eighteen (18) years of age or older who maintains a fixed, principal residence on land within Radisson subject to the Declaration or other similar Declarations, to which such person always intends to return regardless of where such person may be temporarily located.

(b) Class B Members – Multi-Family Housing Owners

Every person or entity who is a record owner of a fee interest in any building, construction of which has been completed, located on land within Radisson subject to this Declaration or other similar Declaration which contains two (2) or more units, each of which is designed and intended for use and occupancy as a residence by a single person, family or family-size group of persons.

(c) Class C Members - Owners of Commercial, Industrial, Institutional or Community Facilities

Every person or entity who is a record owner of a fee interest in any building, construction of which has been completed, located on land within Radisson subject to this Declaration and which has been designated for commercial, industrial, institutional or community facility use.

(d) Class D Member — Developer

New York State Urban Development Corporation, its successors and assigns.

(e) CLASS E MEMBERS – Golf Course Property Owners

Owners of golf courses located on land within Radisson which has been designed for golf course use subject to this Declaration or other similar Declarations

2.2 VOTING RIGHTS

(a) Each Class A Member shall be entitled to one (1) vote.

(b) Each Class B Member shall be entitled to one (1) vote for each dwelling unit within a Multi-Family Structure owned by such Member, construction of which has been completed and the unit occupied or ready for immediate occupancy as of the date of voting. Provided, however, that each Class B Member who is an individual person, and not a corporation, partnership, cooperative or other form of non-individual entity, shall be entitled to a total of one vote only as provided for in the New York Not-For-Profit Corporation Law.

(c) Class C and Class E Members shall be collectively entitled to one (1) vote for each one million (1,000,000) square feet, of building area contained in such commercial, industrial, institutional or community facilities structure owned by such Member, construction of which has been completed and occupied or ready for occupancy as of the date of voting. Provided, however, that each Class C or Class E Member who is an individual person, and not a corporation, partnership, cooperative or other form of non-individual entity, shall be entitled to a total of one vote only as provided for in the New York Not-For-Profit Corporation Law.

(d) The Class D Member shall be entitled to one (1) vote.

(e) Developer shall not be deemed a Class A, Class B or Class C Member and shall not be entitled to voting rights other than Class D voting rights. Such restriction, however, shall not apply to any subsidiary of Developer and such subsidiary shall be entitled to exercise voting rights derived by it as a result of otherwise qualifying as a Class A, Class B, or Class C Member.

(f) Members who are owners of Religious, Educational & Governmental facilities which, pursuant to the terms of the Declaration are exempt from assessments of the Association shall not be entitled to any voting rights.

(g) In the event that facilities are in joint or common ownership, all such joint or common Owners shall share between them all membership and voting rights, and shall be entitled to exercise such rights in whole, but not in part, in whatever manner they may jointly determine.

(h) Members shall not be entitled to exercise their vote until they have registered their Membership in the Corporation in accordance with Section 5.10.

2.3 SUSPENSION OF MEMBERSHIP The Board of Directors may suspend the voting rights and rights of enjoyment in the Association of any Member who:

(a) Shall be subject to the Right of Abatements as defined in the Declaration by reason of failing to take steps to remedy a violation or breach of any covenant, condition, restriction or easement set forth in the Declaration within twenty (20) days after the mailing of such notice thereof pursuant to the terms of the Declaration; or

(b) Shall be more *than* thirty (30) days in default in the payment of any assessment levied by the Association pursuant to the provisions of the Declaration; or

(c) Shall be in violation of any rule and regulation issued by the Association pursuant to the Declaration.

Such suspension shall be for the period of time during which said Member shall be in default or violation as specified in (a) and (b) above and for a period not to exceed sixty (60) days for a violation as specified in (c) above.

2.4 TERMINATION OF MEMBERSHIP Class A, Class B, Class C and Class E Members shall automatically cease to be Members of the Association at such time as their status as Resident, Multi-Family housing Owner or Owner of Commercial, Industrial, Institutional, Community Facilities or Golf Course Property respectively ceases.

2.5 RIGHT OF DEVELOPER TO ASSIGN MEMBERSHIP
UDC shall have the right to assign its membership in the Association to any person, corporation,

or other entity acting as successor in interest to UDC as Developer of Radisson and any future assignee of such membership shall be entitled to make similar successive assignments. Membership in the Association shall not otherwise be transferable or assignable.

ARTICLE III

BOARD OF DIRECTORS

- 3.1 NUMBER OF DIRECTORS The number of Directors of the Association shall be not less than five (5) nor more than nine (9) and shall be appointed and elected in the following manner:
- (a) The Class A members shall be entitled to elect seven (7) Directors.
 - (b) At such time as there are one thousand (1,000) dwelling units located in Multi-Family Structures and a total of three thousand one hundred (3,100) dwelling units, including said 1,000 multi-family units, have been constructed and occupied or ready for immediate occupancy, as of the date of such election, on property subject to the Declaration or similar Declaration, Class B Members shall elect one (1) Director.
 - (c) At such time as there is one million (1,000,000) square feet of commercial, industrial, institutional and community facility space constructed and occupied or ready for occupancy, as of the date of such election, on property subject to the Declaration or similar Declaration, Class C and Class E Members collectively shall elect one (1) Director.
 - (d) At such time as there is two million (2,000,000) square feet of commercial, industrial, institutional and community facility space constructed and occupied or ready for occupancy and three thousand one hundred (3,100) dwelling units have been completed and are occupied or ready for occupancy, the Class C and Class E Members shall elect a second (2nd) Director. In no event shall the collective number of Directors elected by the Class C and Class E Members and serving at the same time exceed two (2).
 - (e) The Class D Member shall be entitled to appoint one (1) Director
- 3.2 TERM Each Director shall serve for a term of two (2) years unless such directorship shall become vacant by resignation, removal, death or otherwise. Except for such Directors as may be appointed by the Class D Member, no Director may serve for more than four (4) terms in succession.
- 3.3 POWERS AND DUTIES The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors may exercise all the powers of the Association except such as may be conferred upon or reserved to the Members by the Not-For-Profit Corporation Law or other statutes of the State of New York; the Declaration or similar Declaration; the Certificate of Incorporation; or the By-Laws herein.
- 3.4 NOMINATION OF DIRECTORS Except with respect to Directors to be appointed by the Class D Member, nominations for the election of Directors shall be made by a Nominating Committee, appointed by the Board of Directors, consisting of two (2) or more Members of each Class of Members entitled to elect Directors at the time of the scheduled election. The members of the Nominating Committee shall be appointed at least ninety (90) days prior to each Annual Meeting

of the Members.

The Nominating Committee shall make as many nominations for election as it shall, in its discretion, determine, but not less than the number of vacancies that are to be filled. The nominations shall include representatives from each Class of Members entitled to elect Directors as of the date of such election, in a number at least; equal to the number of Directors each such Class is entitled to elect.

Nominations may also be made by written petitions of twenty five (25) or more-Class A Members in good standing; three (3) Class B; or three (3) Class C Members, provided such nominating petitions shall be filed with the Secretary of the Association at least fifteen (15) days prior, to the date of the Annual Meeting of Members. Nominations may not be made from the Floor at the Annual Meeting of Members.

(As amended by Directors' Resolution 47, December 22, 1975.)

- 3.5 ELECTION OF DIRECTORS Directors shall be elected by a majority of votes cast by written or electronic confidential ballot with the form of the ballot and the procedure for the casting of same to be fixed and determined by the Board of Directors. Each Member shall be entitled to the number of votes set forth in Section 2.2 hereof, provided such Member has registered their membership in the Corporation in accordance with Section 5.10. Each Class shall be entitled to elect the appropriate number of Directors as specified in Section 3.1 hereof. Except for the Class D Member, each Class of Members shall elect only Members from their own Class as Directors. The Class D Member shall be entitled to appoint any person of its choosing as its representative on the Board of Directors.
- 3.6 VACANCIES Except with respect to Directors appointed by the Class D Member, any vacancy occurring in any position on the Board of Directors for any reason may be filled by affirmative majority vote of the remaining Directors at any meeting subsequent to such vacancy. Any person appointed to fill a vacancy shall be a Member of the same Class as that of the person whose resignation, disability or removal created such vacancy. Vacancies created in positions filled by Directors appointed by the Class D Member shall be filled by appointment of the Class D Member. A Director appointed to fill such vacancy shall hold office for the remainder of the term of the person he/she was appointed to replace. The time served by a Director appointed to fill a vacancy shall not be counted against the limitation imposed by Section 3.2 herein with respect to the number of successive terms as Director may serve.
- 3.7 REMOVAL Any Director may be removed from office by affirmative vote, by secret written ballot at a meeting called for such purpose, of the holders of a majority of the votes within the Class which elected such Director. The Class D Member shall have discretion to remove any Director it appoints and appoint a successor to fill the unexpired term.
- 3.8 COMPENSATION Directors shall not receive any salary or compensation in any form for services rendered to the Association as a Director. However, a Director may be reimbursed for actual expenses incurred in the performance of his or her duties as Director.
- 3.9 REGULAR MEETINGS As soon as is practicable after the appointment of the initial Directors by the Class D Member and thereafter after each meeting of the Members at which a Board of Directors shall have been elected, the Board of Directors so appointed or elected shall meet at a time and place so designated in a Notice to be forwarded to the Directors by written or electronic means, including facsimile or electronic mail, at least ten (10) days prior to such meeting for the election or appointment of officers and for the transaction of such other business as may properly come before it. Other regular meetings of the Board of Directors may be held at such time and

place as shall from time to time be determined by resolution of the Board of Directors. Notice of such other regular meetings need not be given.

- 3.10 SPECIAL MEETINGS Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors and shall be called by the Chairperson or Secretary upon written request of at least two (2) of the Directors. Notice of any special meeting, stating the time, place and purpose thereof shall be given, by written or electronic means, including facsimile or electronic mail, to each Director not later than three (3) days prior to the day on which such meeting is to be held. Unless limited by law or the terms of the notice thereof, any and all business may be transacted at any special meeting. .
- 3.11 QUORUM, VOTING AND ADJOURNMENT At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for purposes of the transaction of business at such meeting. Except as otherwise provided by statute, the Certificate of Incorporation or these By-Laws, the vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to take any action which the Board of Directors is authorized to take. A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place provided that notice of such adjournment shall be given to the Directors who were not present at the time of the adjournment. 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.
- 3.12 WAIVER OF NOTICE OF MEETINGS Notice of any regular or special meeting of the Board of Directors, or any adjournment thereof, need not be given to any Director who submits a signed waiver of notice or who attends such meeting without protesting said lack of notice.
- 3.13 ACTIONS WITHOUT MEETINGS Any action required or permitted to be taken at a meeting of the Board of Directors or Committee thereof may be taken without a meeting, provided written approval of such action is obtained from all of the Directors and filed with the minutes of the proceedings of the Board of Directors or Committee thereof. Any action so approved and filed shall have the same effect as though taken at a meeting of the Board of Directors or the appropriate committee thereof.
- 3.14 COMMITTEES Except for the Architectural Committee which shall be constituted as hereinafter specified, the Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members and from among the Members of the Association, such committees as it deems appropriate, each consisting of, unless otherwise provided for herein or by New York law, a minimum of one (1) Director and such other Directors and/or Members considered appropriate under the circumstances, and each of which, to the extent provided in the resolution and permitted by law, shall have all the authority of the Board of Directors. Any Executive Committee and other Standing Committees created by the Board shall contain at least three (3) Directors. Each such Committee shall serve at the pleasure of the Board of Directors and in such manner and under such conditions as the Board shall resolve. All such Committees shall keep regular minutes of their meetings when instructed by the Board to do so. The presence of a majority of any committee shall constitute a quorum thereof.

The Board of Directors shall establish an Architectural Committee consisting of seven (7) individual members one of whom must be a member of the Board of Directors and who shall serve for one (1) year each. Thereafter, the Board of Directors shall annually appoint all members to the Architectural Committee for one (1) year terms. There shall be no limitation on the number of terms an individual may serve on such Committee. One (1) member of said Committee, at all

times, must be an Architect registered to practice in the State of New York, who may or may not be a resident of Radisson. Following occupancy of Two Thousand Five Hundred (2,500) dwelling units, a majority of the members of the Architectural Committee must be residents of Radisson. Prior to occupancy of such 2,500 units, the members of said Committee may or may not be residents of Radisson.

If any vacancy occurs in the membership of the Architectural Committee, the Board of Directors shall, as soon as practicable, fill such vacancy.

The Board of Directors shall appoint a Chairman for the Committee. Any member of the Architectural Committee may be removed, with or without cause, by majority vote of the Board of Directors.

The Architectural Committee shall have such powers, duties and responsibilities as are set forth in the Declaration or other similar Declaration and shall conduct its affairs in the manner specified therein.

- 3.15 BOOKS AND RECORDS The Board of Directors shall maintain both a record of notes and minutes for each of its meetings and the meetings of its committees. The Board of Directors shall make such records and minutes, the books of account of the Association and current copies of the Association's Certificate of Incorporation, the By-Laws and the Declaration or other similar Declarations available at reasonable places and times for inspection by the Members.

ARTICLE IV

OFFICERS

- 4.1 NUMBER AND QUALIFICATIONS The officers of the Association, who shall be elected by the Board of Directors, shall be the President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), the Secretary, the Treasurer and such other officers as the Board of Directors may elect from time to time in its discretion. The President must be a member of the Board of Directors. The Vice-President designated to perform the President's duties must be a Member of the Board of Directors. Any two (2) or more offices may be held by the same person except the offices of President and Secretary.
- 4.2 ELECTION AND TERM OF OFFICE The election of officers shall take place at the first meeting of the Board of Directors and thereafter at the first meeting of the Board of Directors following each Annual Meeting of the Members. Each officer shall be elected annually by the Board of Directors as specified herein
- 4.3 REMOVAL AND VACANCIES Any officer elected or appointed by the Board of Directors may, at any time and with or without cause, be removed from office by said Board of Directors. Any officer may resign at any time by giving thirty (30) days written notice to the Board of Directors. A vacancy in the office of President shall be filled for the unexpired term thereof by the Board of Directors as soon as is practicable after such vacancy occurs. Vacancies in any other office arising out of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- 4.4 COMPENSATION The compensation of all officers of the Association shall be fixed from time to time by the Board of Directors, provided, however, that no officer or employee of the New York State Urban Development Corporation or any of its subsidiaries, may receive compensation,

other than for expenses, unless such person devotes full time or substantial portion thereof to his or her duties as an officer of the Association.

4.5 POWERS AND DUTIES The duties of the officers of the Association shall include, in addition to such other duties as the Board of Directors may specify from time to time, the following:

A. President

The President shall be the Chief Executive Officer of the Association; preside at all meetings of the Directors and Members; supervise the work of all committees appointed by the Directors; have general control, subject to the discretion of the Directors of the business of the Association; supervise the work of other officers; and shall have authority to sign all contracts, deeds, leases, mortgages, promissory notes and other written instruments on behalf of the Association.

B. Vice-Presidents

If there be only one Vice-President, such person shall perform the duties of the President at the President's request or during his or her absence or disability. If there shall be more than one Vice President, the Board of Directors shall determine the Vice President who shall perform all of such duties and exercise such functions, and shall hold office until his successor has been duly elected and qualified.

C. Secretary

The Secretary shall cause notices to be served whenever prescribed by the By-Laws; keep minutes of all meetings and proceedings of the Board of Directors and the Members; have charge of the corporate seal of the Association and keep appropriate corporate records of the Association, including current membership records.

D. Treasurer

The Treasurer shall have the custody of all monies and securities of the Association; shall be responsible for the keeping of regular books of account; disburse funds of the Association in accordance with authorizations from the Directors; prepare the annual budget and statement of income and expenditures made during the fiscal year for approval by the Board of Directors prior to annual publication thereof in February of each year as provided for the Declaration. The Treasurer shall, cause an audit to be made of the Annual Balance Sheet and Profit and Loss Statement for the Preceding fiscal year by an independent certified public accountant so that such financial information can be provided to the Members not later the second Wednesday of June of each year. The Treasurer shall cause such additional independent audits to be made of the Association's books as requested by the Board of Directors.

ARTICLE V

MEETINGS OF MEMBERS

5.1 ANNUAL MEETING The Annual Meeting of the Members shall be held on the second Wednesday of June of each year for the election of Directors and the transaction of such other business as may properly come before the meeting. If such date is a legal holiday, the Annual Meeting shall be held on the first business day thereafter or on such other date as may be designated in the notice of said Annual Meeting. The Board of Directors shall specify the time and

place for such Annual Meeting.

- 5.2 SPECIAL MEETINGS Special Meetings may be called at any time by the Board of Directors or the President of the Association. Special Meetings shall also be called by the President upon written request of the Class D Member or by the holders, in good standing, of twenty per cent (20%) of the voting rights of either Class A, Class B, Class C or Class E Members. Such written requests shall state the purpose of the proposed meeting. At any Special Meeting, only such business may be transacted which is related to the purpose set forth in the notice thereof.
- 5.3 NOTICE AND PLACE OF MEETINGS Except as otherwise expressly provided for by law or these By-Laws, the Secretary of the Association or such other person authorized to act in his behalf, shall cause notice to be given to each Member who has registered their membership in the Corporation in accordance with paragraph 5.10 and is entitled to vote thereat as set forth on the Books of the Association, by delivering notice thereof to each Member personally or by prepaid first class mail or by electronic means, including facsimile or electronic mail, not less than ten (10) nor more than fifty (50) days before the date of such meeting. Such notice shall specify the place, date and hour of the meeting and, in the event it is a Special Meeting, the purpose or purposes for which the meeting is called and the identity of the party or group calling for such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail as aforesaid.

Notwithstanding the foregoing, the Secretary of the Association or such other person authorized to act in his behalf may cause notice of a meeting to be given to each Member entitled to vote thereat as set forth on the Books of the Association by publication, in lieu of mailing, in a newspaper published in Onondaga County, State of New York once a week for three successive weeks next preceding the date of the meeting.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

Notice of any meeting of the Members need not be given to any Member who submits a signed waiver of notice or who attends such meeting without protesting prior to the conclusion of such meeting.

- 5.4 ASSIGNMENTS OF RIGHT TO VOTE (PROXIES) The Class D Member may assign its right to vote, at referendum called by the Board of Directors on matters set forth in the Declaration or otherwise, to any other member. Such assignment must be provided in writing or by electronic means, such as electronic mail, dated, and filed with the Secretary of the Association. Such assignment or proxy shall be valid only for the specific and limited purpose specified therein.

All other members shall be entitled to assign to another member the right to vote or otherwise act for him or her with regard to a Referendum, Annual Meeting or Special Meeting and in the election of Directors. Such assignment must be in writing, dated, and filed with the Secretary of the Association. Such assignment or proxy shall be valid only for the specific and limited purpose specified therein.

The assignment or proxy shall be in such form as may be prescribed by the Board of Directors.

- 5.5 QUORUMS Except as otherwise provided for in Section 5.6 herein, the presence, in person or by proxy of the lesser of the following shall constitute a quorum for the transaction of business at any meeting of the Members: Members entitled to cast at least 100 votes or at least 10% of the

total votes entitled to be cast by the Members, whichever is lesser.

For any business which is required to be voted on by a class of Members, the presence, in person or by proxy of the following shall be required in order to constitute a quorum for the transaction of business at any meeting of the Members: Class A Members entitled to cast 100 votes or 10% of the total votes entitled to be cast by the Class A Members, whichever is lesser; or Class B Members entitled to cast 100 votes or 10% of the total votes entitled to be cast by the Class B Members, whichever is the lesser; Class C Members entitled to cast 100 votes or 10% of the total votes entitled to be cast by the Class C Members, whichever is lesser; or Class E Members entitled to cast 100 votes or 10% of the total votes entitled to be cast by the Class E Members, whichever is lesser; or the Class D Member.

In the absence of a quorum at any meeting of the Members, the Members present may adjourn the meeting, without notice other than announcement at such meeting, until a quorum shall be present or represented at which time any business may be transacted which might have been transacted at the meeting as originally called.

5.6 VOTING ON CERTAIN ISSUES

A. Election of Directors

At any meeting for the election of Directors, a majority vote of the quorum, as defined in Section 5.5 above, present within each class shall be required to elect the appropriate number of Directors for such Class of Members.

B. Provisions of Declaration

(1) Article II, Sections 3C. (f) and 3C. (g) and Article IV, Section 3(b) of the Declaration provide for an affirmative vote of two thirds (2/3) of certain classes of Members in accordance with and relative to the matters set forth therein (transfers of certain Common Property rights and increasing assessments). Such issues shall be submitted to the Members by the Board of Directors by means of a referendum called for such purposes, with notice given in the manner provided for calling Special Meetings herein. The issues shall be determined in the manner specified in the Declaration by tabulating the total number of votes cast in person or by proxy at the time, place and manner specified in such notice.

(2) Article XII, Sections 1 and 2 of the Declaration provide for a vote of two-thirds of the Membership to terminate the controls set forth in the Declaration or, except for amendments affecting Industrial & Commercial Lots, to amend said Declaration. Such actions must be taken at a Special Meeting called for such matters. On amendments affecting Industrial or Commercial Lots, the presence of the Members entitled to cast three-fourths of the votes held by the Class C Industrial or Commercial Members, as the case may be, at the time of the meeting shall constitute a quorum. At such Special Meeting, the required number of votes Specified in the Declaration of those members present for each Class shall be required to carry the issues except for amendments affecting Industrial & Commercial Lots with respect to amendments affecting the Industrial or Commercial Lots, no amendment may be made without the affirmative vote of the holders of three-fourths of the Class C Industrial or Commercial votes, as the case may be, in existence at the time of such meeting.

C. All other Issues

Except as otherwise provided for in the Declaration, Certificate of Incorporation, these By-Laws or the Not-For-Profit Corporation Law, each Class of Members shall vote separately on any issue brought before the membership for resolution. The side of the issue shall prevail, except as otherwise provided for in the Declaration, Certificate of Incorporation, By-Laws or the Not-For-Profit Corporation Law, which receives a majority of the total votes cast on such issue.

D. Rights of Class D Member

During the period of time in which the Class D Member retains the right and power to appoint a majority of the Board of Directors as provided for herein, no issue in which such Class D Member is entitled to vote pursuant to the Declaration, By-Laws, Certificate of Incorporation or statute shall carry without the affirmative or consenting vote of said Class D Member. The right reserved to the Class D Member, as specified above, shall automatically terminate at such time as the control over the Board of Directors, as provided for by the provisions of these By-Laws, passes from the Class D Member to the Other Members of the Association.

- 5.7 VOTING REGULATIONS The Board of Directors may make such regulations consistent with the terms of this Declaration, the Certificate of Incorporation and ByLaws of the Association, and the Not-For-Profit Corporation Law of the State of New York as it deems advisable for all matters relative to the conduct of meetings of the Members and voting procedures.
- 5.8 BOOKS AND RECORDS The Secretary of the Association shall maintain both a record of votes and minutes for each annual and Special Meeting of the Membership. The Secretary shall make such records and minutes available at reasonable places and times for inspection by the Members.
- 5.9 FIXING RECORD DATE TO DETERMINE ELIGIBILITY TO VOTE The Board of Directors may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining Members entitled to receive any distribution or the allotment of any rights, or for the purpose of any other action by the Members. Such record date shall not be more than fifty nor less than ten days before the date of the meeting.
- 5.10 REGISTRATION REQUIREMENT FOR VOTING No Class A, B, C or E Member of the Corporation shall be entitled to be entered in the Books of the Corporation, or receive notice of or vote at annual or special meetings, elections of directors or in referenda of the Corporation unless such Member shall first register his, her, or its membership with the Secretary, in the manner provided by the Corporation, which may include electronic or internet-based registration methods.

ARTICLE VI

MISCELLANEOUS

- 6.1 FISCAL YEAR The fiscal year of the Association shall be the twelve (12) calendar months ending March 31st each year, unless otherwise provided by the Board of Directors.
- 6.2 CERTIFICATES OF MEMBERSHIP The Board of Directors may provide for the issuance of non-transferable certificates evidencing membership in the Association in a form and upon such terms and Conditions as the Board of Directors may prescribe.
- 6.3 CORPORATE SEAL The Board of Directors shall provide a seal of the Association, which shall

be circular in form, bearing the name of the corporation, the year of its organization and the state of its incorporation.

- 6.4 CONFLICTS In the event of any conflict between the Certificate of Incorporation and the ByLaws, the Certificate of Incorporation shall control. In the event of any conflict between the Declaration and the ByLaws, the Declaration shall, control.
- 6.5 AMENDMENT The ByLaws may be, amended or repealed by the Members, except as otherwise provided for herein, by affirmative majority vote of the Members, tabulated on the basis of total votes cast as provided for in Article V herein, entitled to vote at that time in the election for Directors of the Association. No amendment to the ByLaws may be made or repeal effected, however, during the period the Class D Member retains the right to appoint a majority of the Board of Directors, as provided for herein, without the affirmative vote of such Class D Member.

The Board of Directors shall also have the power to amend or repeal these ByLaws by a majority vote of the entire membership of the Board at any meeting duly called and held for that purpose. However, the Members shall have the right thereafter, subject to the right of approval of the Class D Member during the period it retains the right to appoint a majority of the Directors, to amend, or repeal, in the manner aforesaid, any ByLaw so adopted, amended or repealed by the Board of Directors.

No ByLaw may be adopted, amended or repealed which conflicts with the provisions of the Declaration so long as the Declaration remains in effect unless the Declaration is first properly amended in accordance with the provisions therewith.

Approved by Board of Directors Resolution No. 1001, May 16, 2018