

**By-Laws**  
**Of**  
**The Timber Creek Preserve Phase 2 Homeowners**  
**Association Inc.**  
**Revised 5/16/2023**

# **Article I**

## **Name and Location**

### **Section 1.01**

#### **Name**

The name of the corporation is Timber Creek Preserve Phase 2 Homeowners Association, Inc. Hereinafter referred to as the “Association”.

### **Section 2.02**

#### **Location**

The principal office of the corporation will be in the County of Saratoga, in the State of New York.

### **Section 2.03**

#### **Abbreviations**

Various abbreviations or shortenings of nouns, places, things, actions, etc. may be used in this document. Examples include but are not limited to abbreviating and shortening the Board of Directors to be as follows ‘BOD’, ‘the Board’, or ‘the board’.

### **Section 2.04**

#### **Grammar and Syntax**

In areas where the meaning and intent of these By-Laws are clear the Board of Directors may, from time to time at their choosing, edit this document for conciseness and minor grammar changes that do not change the meaning or intent of these By-Laws. Examples of such use of this clause shall include, but is not limited to, abbreviating the Board of Directors, correcting for commas and missing apostrophes, use of clarifying synonyms when needed.

## **Article II**

### **Definitions, Declaration, and Abbreviations**

#### Section 2.01

##### Definitions

The definitions set forth in Article I, Section 1.1 through 1.12 of the Declaration and in Section 2.02 below will be used to interpret these by-laws.

#### Section 2.02

##### Declaration

The document entitled “Declaration of Protective Covenants, Restrictions, Easements, Conditions, Charges and Liens of Timber Creek Preserve Phase 2 Traditional Neighborhood Development” as it may, from time to time, be supplemented or amended in the manner provided for in said declaration.

#### Section 2.03

##### Abbreviations

The Board of Directors may be referred to from hereon intermittently as ‘the Board’.

## **Article III**

### **Membership of the Homeowners Association**

#### **Members**

##### **Section 3.01**

Members and Membership will be defined per Article I, Section 1.9, and Article III, Section 3.2 of the Declaration.

##### **Section 3.02**

#### **Right to Assign Membership**

Members are not allowed to assign or transfer their memberships.

## **Article IV**

### **Meetings of the Membership**

#### Section 4.01

##### **Annual Meeting of the Membership**

The annual meeting of the Association will be held per Article 3, Section 3.11 of the Declaration.

#### Section 4.02

##### **Special Meetings of the Membership**

Special meetings of the Association, unless otherwise regulated by statute, may be called at any time using the following permitted methods not less than ten (10) nor more than thirty (30) days before the date of any such special meeting:

- A.) The President via written request to the Board. Such request will state the purpose of said meeting.
- B.) By the President or Secretary upon written request of a majority of the Board. Such request will state the purpose of said meeting.
- C.) By the President or Secretary upon receipt of a written request of the membership signed by not less than 1/10 of the members. Such request will state the purpose of said meeting.

#### Section 4.03

##### **Timing of Notice for Meetings of the Membership**

Not less than ten (10) nor more than thirty (30) days before the date of any special meetings and the annual meeting of the membership, the Association will provide each Member with written notice stating the time and place of the meeting, its purpose, and the name(s) of those that it is being called by or at the direction of.

## Section 4.04

### Method of Delivery for Notice of Meetings of the Membership

Written notice will be emailed to the membership, mailed if necessary, or requested by a member to them, or by statute, or otherwise delivered to each Member's residence as shown on the records of the Association according to the timing set forth in Section 4.03. If mailed, such notice will be deemed to be given when deposited in the United States mail addressed to the Member at his or her post office address as it appears on the records of the Association with postage thereon prepaid. Notwithstanding the foregoing provisions, a waiver of notice in writing signed by the Member either before or after the meeting, or actual attendance at the meeting in person, will be deemed equivalent to the giving of such notice to such Member. Any meeting of Members, Annual or Special, may adjourn from time to time and 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.

## Section 4.05

### Quorum for Meetings of the Membership

At any meeting of Members, there will be present in person or by proxy, to constitute a quorum for the transaction of business at such meeting, not less than one-tenth of the total number of Members. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time to a future day without further notice. The act of a majority of the members who are present in person, or by proxy at the meeting at which a quorum is present will be the act of the Members unless the act of a greater number is required by law, or by the Certificate of Incorporation of the Association or by the Declaration.

## Section 4.06

### Proxy Statement Requirements for the Meetings of the Membership

The Board of Directors will promulgate rules and design the Proxy Statement Template to be used by the members when designating a Member of the Association to act on his/her/their behalf at any meetings of the membership. In the absence of such rules and design requirements members may use a generally accepted Proxy Template until the Board as acted to fulfill this section and distributed the template to the Membership. All proxy statements are required to be written, state whether the proxy is limited or unlimited, if limited must contain the instructions on how to vote on each item contained in the notice and instructions on how to vote to add or not add items to the agenda and how to vote in general on those items (failure to do so will constrain the proxy to voting on only matters on the agenda), Proxy Statement must state who is acting on the Member's behalf, must be dated (later dated proxies supersede earlier dated proxies if there are multiple ones in existence at the time of the meeting), must state the meeting date and time that it will be used at, must have both Member and Member's proxy addresses listed.

# **Article V**

## **Board of Directors**

### **Section 5.01**

#### **Purpose of the Board of Directors**

The business affairs of the association will be managed by the Board of Directors per the declaration.

### **Section 5.02**

#### **Size of the Board of Directors and Terms for Directors**

##### **Subsection 5.02.1**

##### **Default Size of the Board of Directors for Year 2023**

An Election for the Board of Directors will be held at the 2023 Annual Meeting, the size of the Board will be set to nine (9) Directors but reduced by two (2) to seven (7) by the attrition of two seats whose terms expire on December 31st, 2023. As a result of this attrition there will be seven (7) seats up for election at the 2023 Annual Meeting and they will have staggered terms starting as specified in Subsection 5.02.2.

##### **Subsection 5.02.2**

##### **Start of Terms for Directors Elected at the 2023 Annual Meeting**

The terms for directors elected at the 2023 Annual Meeting will consist of two (2) slates:

Slate One (1): There will be three (3) open seats arising from the increase in Board of Directors as specified in Subsection 5.02.1. These Directors' seats will have terms starting the day following the election at the 2023 Annual Meeting.

Slate Two (2): There will be four (4) open seats for the Board of Directors and these Directors' seats will have terms starting January 1st, 2024. All four (4) of these seats have terms that expire on December 31st, 2025, at which point the Board size will be three (3) notwithstanding any increases in the size of the Board effectuated as per Subsection 5.02.3.

### Subsection 5.02.3

#### Annual Assessment of Size and Adjusting the Size of the Board of Directors

Within Twenty-Eight (28) days of January 1st of each year, the Board will have an assessment to determine the need to either increase or decrease the size of the Board in preparation for an election at the Annual Meeting. If such an increase or decrease in the size of the Board is deemed necessary, then the Board will hold a vote, to be held by February 15th of said year, on whether to enact such an increase or decrease. A majority of the entire Board of Directors voting in favor of said increase or decrease in the size of the Board will be necessary for any such increase or decrease in size to be approved and effectuated. Should such vote to increase or decrease the size fail, or an assessment not be conducted or be finished within 28 days of January 1st of said year, then the size of the Board will remain fixed at its currently set number as previously determined.

Any successful vote to increase the size of the Board will become effective at the Annual Meeting with an Election held to fill such newly created seats (if any are created) and any additional vacancy (vacancies) that the Board may put forth; the nominating committee will include any vacancies created by this increase in size of the Board in the nominating process prescribed in the governing documents. Any successful vote to decrease the size of the Board will not affect any incumbent director(s) term(s) on the Board and will instead become effective on seats as they may be vacated by an incumbent Director whose term will expire subsequent to thereof. In no case will an increase in the size of the Board result in total Board seats numbering greater than nine (9) nor will any decrease in the Board result in total Board seats numbering lesser than three (3). For term for a director added through this subsection will start the day after the annual meeting of which they have been elected at.

## 5.03

### Nominations for Elected Directors

Only Voting Members may be nominated for Elected Directors. Nominations for Elected Directors must be made initially by a Nominating Committee consisting of a chairman, who must be a member of the Board and two (2) or more Members. The members of the Nominating Committee must be appointed by the Board at least sixty (60) days prior to each Annual Meeting of members and will serve only to make nominations for Elected Directors to be elected at that meeting. The Nominating Committee will make as many nominations for Elected Directors as it will, in its sole discretion, determine, but not less than the number of vacancies that are to be filled as determined by the Declaration and these By-Laws. The nominations process will include any vacancies created by Article V, Section 5.02, if such vacancies were to be created for an Election to be held at the Annual Meeting of said year.

The Nominating Committee will submit its list of Nominees to the Secretary of the Association not less than thirty (30) days prior to the Annual Meeting and such list will be included in the Notice of the Annual Meeting.

In addition to nominations by the Nominating Committee, any other Voting Member may be nominated for Elected Director via a written nominating petition signed by ten (10) or more Members and submitted to the Secretary of the Association not less than ten (10) days prior to the date of the Annual Meeting; provided however, if any such nominating petition is submitted to the secretary not less than thirty (30) days prior to the Annual Meeting, the person nominated therein will be included in the list of nominees in the notice of the Annual Meeting.

In addition to the foregoing, write-in votes for Voting Members not previously nominated will be permitted at the time of voting.

## Section 5.04

### Voting for Elected Directors

Voting for Elected Directors will be by secret written ballot which will:

- A. Set forth the number of vacancies to be filled.
- B. Set forth the names of those nominated by the nominations committee, or by the nominating petition.
- C. Provide space for a write-in vote for each vacancy.

## Section 5.05

### Tabulation of Votes and Reading of the Election Results for Board of Directors

Tabulation of Votes and Reading of the Election Results will be done according to the following:

- A.) The person or persons receiving the largest number of votes will be elected.
- B.) If more candidates than there are Board seats receive votes, then the Board seats will be filled by the candidates receiving the largest number of votes first then until all seats have been filled.
- C.) Should a candidate amongst those who received the largest number of votes decline to serve, and if there are more candidates than there are seats, then the next largest vote receiving candidate will fill the seat. This process will repeat in descending order from most to least vote receiving candidates should multiple candidates refuse, and until all open seats are filled and/or the number of candidates willing to serve reaches zero, whichever comes first.
- D.) Cumulative voting is not permitted.

## Section 5.06

### Filling of Vacancies on the Board of Directors

With the exception of vacancies created by Article V, Section 5.02, any vacancy on the Board of Directors will be filled per Article III, Section 3.7 of the Declaration.

## Section 5.07

### Removal of a Director from the Board of Directors

Any removal of a Director from the Board of Directors will be done in accordance with Article III, Section 3.8 of the Declaration.

## Section 5.08

### Compensation of Those Serving on the Board of Directors

No Director will receive any compensation or salary for his or her services as Director.

However, a Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties, and a Director who serves the Association in any other capacity may receive compensation therefor.

## Section 5.09

### Regular Meetings of the Board of Directors

The Board of Directors by resolution may provide for the holding of regular meetings and may fix the time and place for the holding of such meetings.

## Section 5.10

### Notice of Regularly Scheduled Meetings of the Board of Directors

Notice of regularly scheduled meetings of the Board of Directors need not be given.

## Section 5.11

### Special Meetings of the Board of Directors

Special Meetings of the Board of Directors may be called by the President or will be called by the President or Secretary upon the written request of two or more Directors. The person or persons calling such special meetings of the Board may fix the time and place for holding such special meetings.

## Section 5.12

### Notice of Special Meetings of the Board of Directors

Notice of the time and place of each Special meeting of the Board of Directors will be served upon each Director in one of the following ways:

- (a) by ordinary mail directed to him or her at his or her usual place of business or residence at least five (5) days before the day of the meeting
- (b) by delivering the same to him or her personally at least three (3) days before the day of the meeting,
- (c) by sending the same to him or her by email or notifying him or her by telephone at least three (3) days before the day of the meeting.

## Section 5.13

### Waiver of Notice for Special Meetings of the Board of Directors

Any Director may waive notice of any meeting by signing a written waiver before, at, or after the meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of such special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Declaration, by the Certificate of Incorporation, or by the By-Laws.

## Section 5.14

### Quorum for Meetings of the Board of Directors

At all meetings of the Board of Directors, two-thirds of the Directors will constitute a quorum for the transaction of business. In the absence of a quorum, the Directors present may by a majority vote and without further notice, adjourn the meeting from time to time until a future day that a quorum may attend. At any such adjourned meeting at which a quorum will be present, any business may be transacted which might have been transacted at the meeting as originally notified. Except in cases in which it is by statute, by the Declaration or these By-Laws otherwise provided, a vote of a majority of those in attendance at a duly constituted meeting will be sufficient to elect and pass any measure.

## **ARTICLE VI**

### **Abilities, Duties, and Powers of the Board of Directors**

Among the powers and duties belonging to the Board of Directors are, but not limited to, as follows:

1. The power to promulgate, adopt, implement, and enforce rules and regulations.
2. The power to assess and collect fines and fees for violations of the rules, regulations, covenants, conditions, restrictions, by-laws, and declaration.
3. The power to enter into legal action to ensure compliance with the rules, regulations, covenants, conditions, restrictions, by-laws, and declaration.
4. All powers delegated to it by the Certificate of Incorporation for the Timber Creek Preserve Phase 2 Homeowners Association, Inc..
5. All powers delegated to it by the Declaration of the Timber Creek Preserve Phase 2 Homeowners Association Inc..
6. The power to enact such provisions as are deemed necessary to enforce the collection of fees, dues, assessments, fines or other penalties, including provisions for the establishment of a lien upon a property or parcel, upon reasonable notice, for non-payment of such fees, dues, assessments, fines or other penalties, and provisions for removing any liens upon repayment of such fees, dues, assessments, fines or other penalties.
7. The power to enact any provision relating to the business of the corporation, the conduct of its affairs, its rights or powers or the rights or powers of its members, directors or officers, not inconsistent with the by-laws, certificate of incorporation, or the declaration of the Timber Creek Preserve Phase 2 Homeowners Association, Inc.
8. To have and exercise all powers necessary to effectuate any or all of the purposes for which the corporation is formed.

9. Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board, or any committee thereof, consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the member(s) by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member(s). The resolution and the written/electronic consents thereto by the members of the Board of Directors, or any committee thereof, shall be filed with the minutes of the proceedings of the Board of Directors, or any committee thereof. Electronic shall include email, or any electronic/cloud based/digital communications platform utilized by the Board of Directors, or any committee thereof, to conduct business and to which all members of the Board of Directors, or any committee thereof, have access to.
  
10. Any one or more members of the Board, or of any committee thereof, who is not physically present at a meeting of the board, or a committee thereof, may, if they so choose to do so, participate in the meeting by means of a conference telephone or similar communications equipment, or by electronic video screen communication, etc. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each person can participate in all matters before the Board, or any committee thereof, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board, or any committee thereof.

## **Article VII**

### **Officers of the Board of Directors**

#### Section 7.01

##### **Specified Officers of the Board of Directors**

The officers of the Association will be a President, one or more Vice Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### Section 7.02

##### **Election and Term of Officers on the Board of Directors**

Officers of the Board of Directors will be elected annually by the Board of Directors at the first meeting of the Board of Directors in any year following an Election for the Board of Directors. This meeting will take place within thirty (30) days of the Annual Meeting.

#### Section 7.03

##### **Resignation and Removal of Officers of the Board of Directors**

A.) Any officer may be removed by an affirmative vote a majority of the entire Board of Directors, with or without cause, whenever, in the judgment of the Board, the best interests of the association will be served thereby. Any officer may resign at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

B.) Any officer may be removed by the membership, with or without cause, by an affirmative vote of 2/3 of the membership present and voting any at any duly called meeting of the membership as prescribed in the Declaration and these by-laws.

B.) Resignation by, or removal of, any officer will not constitute a resignation from, or removal from, the Board. It will apply only the office held by the Director at which point the Director will remain on the Board as a non-officer Director.

C.) Resignation or removal of a Director from the Board will be done in accordance with Article III, Section 3.8 of the Declaration.

## Section 7.04

### Officer Vacancies on the Board of Directors

Any vacancy in the office of the President of the Board of Directors will be filled by the Vice President who will assume said office along with all its powers, duties, and responsibilities. If there is more than one Vice President then the Director with the longest tenure on the Board amongst them will assume the office of the President of the Board of Directors along with all its powers, duties, and responsibilities. In the case that no such hierarchy of seniority exists amongst multiple Vice Presidents, the Board will elect from amongst the Vice Presidents one to assume the office of the President of the Board of Directors along with all its powers, duties, and responsibilities. Any vacancy in an office other than the President of the Board of Directors will be filled by appointment of the President of the Board of Directors with the affirmative vote of a majority of the entire Board of Directors. In all cases of vacancies amongst officers the officer assuming office or appointed to said office will serve for the remainder of the unexpired term or until a successor has been dutifully elected by the Board of Directors per these By-Laws.

## **Article VIII**

### **Duties and Powers of Officers of the Board of Directors**

#### Section 8.01

##### President

The President will be the Chief Executive Officer of the Board of Directors, will preside at all meetings of members and all meetings of the Board of Directors and will perform such other duties and functions as may be assigned to him or her by the Board of Directors. He or she may sign in the name of the Association, all contracts or other instruments authorized by the Board of Directors.

#### Section 8.02

##### Vice President(s)

Any Vice President will be capable of performing all the duties of the President. He or she may sign in the name of the Association all contracts or other instruments authorized by the Board of Directors and will perform such other duties and functions as may be assigned to him or her by the President or the Board of Directors.

#### Section 8.03

##### Secretary

The Secretary will cause notices of all meetings to be served as prescribed in these By-Laws, will keep the minutes of all meetings, will have charge of the seal of the Association (if the Board of Directors chooses to procure one) and the Association records, and will perform such other duties as are assigned to him or her by the President or the Board. Any Assistant Secretary (if such position is created by the Board) will be capable of performing all the duties of the Secretary.

#### Section 8.04

##### Treasurer

The Treasurer will have the custody of all moneys and securities of the Association and will keep or cause to be kept regular books and records. He or she will account to the President and the Board of Directors, whenever they may require it, with respect to all his or her transactions as Treasurer and of the financial condition of the Association and will perform all other duties that are assigned to him or her by the President or the Board.

## Section 8.05

### Other Officers

Such other officers as the Board of Directors may appoint will perform such duties and have such authority as the Board of Directors may determine.

# **Article IX**

## **Committees**

### Section 9.01

#### **Committee Formation**

The Board of Directors, by resolution duly adopted, may designate one or more committees, each to have a Chairman and two or more members which may or may not be Directors, and may delegate such powers and duties to them as the Board may deem advisable; provided, however, that no such committee will have the authority to approve an amendment to the Certificate of Incorporation of the Association, the By-Laws or a plan of merger or consolidation.

### Section 9.02

#### **Standing Committees of the Association**

The standing committees of the Association will be the Architectural Standards Committee and such other committees as the Board of Directors will deem desirable. The Architectural Standards Committee will have the duties and functions described for such committee in the Declaration.

The Association will also have the authority to establish other standing committees to provide greater expertise and efficient use of available manpower. By way of example, and not by way of limitation, the Association may establish the following committees:

- (a) Fiscal Affairs. This committee should have primary responsibility for preparation of the annual budget, establishment of adequate reserves, and periodic review of the development's insurance program. The committee should also supervise collection and disbursement of common charges, and when necessary, insurance proceeds paid to repair contractors.
- (b) Personnel, Grounds and Equipment. This committee should have primary jurisdiction over the common elements, including grounds, equipment, and personnel. Chief among the committee's concerns would be the smooth functioning of the property. The committee directs the efforts of the superintendent and/or managing agent.
- (c) Liaison Committee. This committee should serve as the communications link between the Board and third parties and groups such as local municipal authorities, home and lot mortgagees, and counsel for the Association. Wherever possible, the chairman (or at least a member) of this committee should be an attorney.
- (d) Committee on Unit Owner Relations. This committee should be charged with the task of formulating, reviewing, and publishing house rules. It should serve as a public relations vehicle guaranteeing, as far as possible, two-way communication between constituent home and lot owners and the Board.

(e) Social Committee. This committee should plan and carry out social events for the Development's residents. Unless circumstances dictate otherwise, this committee may also be given the task of publishing a periodic newsletter covering local events.

### Section 9.03

#### Internal Government and Rules of Committees of the Association

Each committee may adopt rules and regulations for its own government not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board.

## **Article X**

### **Finance, Books, and Records of the Association**

#### Section 10.01

##### Fiscal Year

The fiscal year of the Association will be the twelve (12) calendar months ending December 31st of each year, unless otherwise provided by the Board of Directors.

#### Section 10.02

##### Annual Reports and Budgets

There will be prepared annually at the direction of the Board of Directors, a full and correct statement of the financial affairs of the Association including a balance sheet and a financial statement of operation for the preceding fiscal year, and a budget for the ensuing year, which will be submitted at the Annual meeting of the Association and will be made available to all Members.

#### Section 10.03

##### Books and Records

The books, records and papers of the Association will always, during reasonable business hours, be subject to inspection by any Member. The Declaration, Certificate of Incorporation and By-Laws of the Association will be available for inspection by any Member at the principal office of the Association or provided by an electronic link to a digital copy.

## **Article XI**

### **Internal Financial Controls**

In order to ensure orderly control of the Association finances the following the Association Board of Directors and Property Management Company will abide by the following:

1. The monthly financial report will be transmitted to the Treasurer by the Property Management Company in accordance with the service contract. The Treasurer will then, after reviewing for accuracy, provide the report to the Board and upload it to the google G Drive within 5 business days of receipt.
2. All checks made payable by the Association to vendors, contractors, and other purveyors of services must be signed by two of the listed authorized signers on the Association bank accounts. This clause may be suspended by majority vote of the entire Board for recurring charges such as utilities and water.
3. All contract bids which do not exceed \$2,500.00 will not require more than one (1) bid and may go through the Board or, if the Board deems fit, the management company. If more than one bid is obtained it is recommend that the Board accept the best bid. If not accepting the best bid then the Board or Management Company will record such reasons and rationale for not choosing said bid. Such reasons and rationale, along with the winning bid, shall be stored to the Google G Drive or equivalent retention location as determined by the Board.
4. All contract bids exceeding \$2500.00, but not \$5,000.00, should, at the Board's discretion, go through the property management company which will attempt to garner at least three (3) bids the project. If unable to acquire three (3) bids, then the property management company will recommend the best bid and provide reasons and rationale for being unable to obtain the recommended minimum number of bids (if being done by the Board then the Board will record such reasons and rationale). Said reasons and rationale will be documented with the winning bid and stored to the Google G Drive or equivalent storage location as determined by the Board.
5. All contract bids exceeding \$5,000.00 should, at the Board's discretion, go through the property management company which will attempt to garner at least five (5) bids for the project. If unable to acquire five (5) bids, then the property management company will recommend the best bid and provide reasons and rationale for being unable to obtain the recommended minimum number of bids (if being done by the Board then the Board will record such reasons and rationale). Said reasons and rationale will be documented with the winning bid and stored to the Google G Drive or equivalent storage location as determined by the Board.
6. Expenses that are more than \$250.01 but do not exceed \$10,000.00 dollars will require a simple majority vote of the Board as a whole in favor to be approved. Expenses that exceed \$10,000.01 will require a 2/3 majority vote of the Board as a whole in favor to be approved.
7. The Treasurer may approve up to five (5) expenditures of up to \$250.00 dollars each per quarter so as to ensure smooth operations of HOA day-to-day functions.

## **XII**

### **Certificates of Membership**

The Board of Directors may provide for the issuance of certificates evidencing membership in the Association, which will be in such form as may be determined by the Board. The name and address of each Member and the date of issuance of the certificate will be entered on the records of the Association. If any certificate will become lost, mutilated, or destroyed, a new certificate may be issued therefor, upon such terms and conditions as the Board may determine or prescribe.

## **Article XIII**

### **Corporate Seal**

The Board of Directors may provide for a suitable corporate seal. Such seal must bear the name of the Association, the year of its incorporation and the words "New York".

## **Article XIV**

### **Organization**

The Association is organized pursuant to the Not-For-Profit Corporation Law of New York. All the functions of this Association are subject to the provisions of such law.

## **Article XV**

### **Amendments**

These By-Laws may be altered, repealed, or amended and new By-Laws may be adopted at any regular or special meetings of the Members, by vote of a majority of the Members present in person or by proxy, or at any regular or special meetings of the Board of Directors by the affirmative vote of a two-thirds (2/3) of the whole Board. These By-Laws will not be amended in any manner which conflicts with the Declaration nor the Certificate of Incorporation, and in the case of any conflict between the Certificate of Incorporation and these By-Laws, the Certificate of Incorporation will control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration will control; and in the case of any conflict between the Certificate of Incorporation and the Declaration, the Declaration will control.