

ARTICLE I — NAME, PURPOSE, AND AUTHORITY

Section 1.01 – Name

The name of the Corporation is Timber Creek Preserve Phase 2 Homeowners Association, Inc.

Section 1.02 – Purpose

The Corporation administers the community established by the Declaration.

Corporate governance is controlled by the NPCL and the Certificate of Incorporation, and land-use obligations are controlled by the Declaration.

Where conflicts occur, NPCL controls corporate authority; the COI controls corporate structure.

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ARTICLE II — MEMBERSHIP

Section 2.01 – Membership Defined

Membership in the Corporation is determined by the Certificate of Incorporation and consists of natural persons who hold a fee-simple or undivided fee interest in a Lot in their individual capacity.

Persons holding title solely in a representative capacity, including “as trustee,” executor, administrator, or guardian, are not Members for corporate purposes unless they also hold beneficial ownership individually.

Section 2.02 – Corporate Voting Universe (COI / NPCL Matters)

For all corporate governance matters — including election and removal of directors, amendment of By-Laws, calling of special meetings, and all votes at membership meetings — the voting universe consists of the Members defined in Section 2.01.

Section 2.03 – Declaration Lot-Based Voting (Land-Use Only)

Where the Declaration requires Lot-based voting for land-use or covenant matters, voting shall occur on a per-Lot basis.

This does not affect the Member-based voting universe for corporate matters under Section 2.02.

Section 2.04 – Good Standing

Only Members in good standing may vote or act by proxy at membership meetings.

Good standing means no delinquency in assessments or charges more than 30 days past due as of the record date for the meeting, or, as determined by the Declaration. The Declaration language shall prevail in case of a conflict.

ARTICLE III — MEETINGS OF MEMBERS

Section 3.01 – Annual Meeting

An Annual Meeting shall be held each calendar year.

Section 3.02 – Special Meetings

Special Meetings may be called by:

1. A majority of the directors; or
2. Members holding at least 1/10 of the voting power (NPCL §603).

Section 3.03 – Notice

Written notice shall be provided 10–30 days in advance.

Section 3.04 – Quorum

Quorum consists of Members representing not less than 1/10 of the Member-based voting universe described in Article II.

Section 3.05 – Voting at Meetings of the Membership (Updated Rule)

Unless a higher threshold is required by NPCL or these By-Laws:

A motion passes only with the affirmative vote of a majority of Members present.

Abstentions count as NO votes.

Section 3.06A – Proxies

Proxies must comply with NPCL §609.

Section 3.06B – Absentee Ballots and Voting

Absentee ballots and voting are not permitted.

ARTICLE IV — BOARD OF DIRECTORS

Section 4.01 – Number

Per the COI, the Corporation has exactly three (3) directors.

Section 4.02 – Qualifications

Directors must be Members in good standing.

Section 4.03 – Election

Directors are elected at a meeting of the Membership.

Section 4.04 – Terms of Office (Updated Rule)

Following the Special Meeting of the Membership, the first directors shall serve staggered terms:

- One-year term
- Two-year term
- Three-year term

Assignment occurs at the organizational meeting immediately following the Special Meeting, by agreement or by drawing lots.

Afterward, all directors serve three-year terms.

Section 4.05 – Removal of Directors (Updated Rule)

A director may be removed with or without cause only by:

A two-thirds (2/3) vote of the Members present at a meeting of the Membership.

Abstentions count as NO votes.

ARTICLE V — MEETINGS OF THE BOARD

Section 5.01 – Regular Meetings

Held at times set by the Board.

Section 5.02 – Special Meetings

May be called by any two directors.

Section 5.03 – Notice

Reasonable notice required.

Section 5.04 – Quorum

Two directors constitute a quorum.

Section 5.05 – Action Without Meeting

Only by unanimous written consent (NPCL §708(b)).

ARTICLE VI — OFFICERS

Section 6.01 – Officers

President, Vice President, Treasurer, Secretary.

All officers must be directors.

Section 6.02 – Election

Officers are elected annually by the Board.

Section 6.03 – Removal of Officers (Updated Rule)

An officer may be removed only by:

A two-thirds (2/3) vote of the Members present at a meeting of the Membership.

Abstentions count as NO votes.

ARTICLE VII — RECORDS AND FINANCE

Section 7.01 – Records

Maintained in compliance with NPCL §621.

Section 7.02 – Authorization of Expenditures

Only authorized by Board resolution or unanimous written consent.

Minutes do not constitute authorization.

Section 7.03 – Fiscal Year

Established by Board resolution.

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ARTICLE VIII — AMENDMENTS

Section 8.01 – Amendments by Members (Updated Rule)

These By-Laws may be amended only by:

A majority vote of Members present at a meeting of the Membership.

Abstentions count as NO votes.

Section 8.02 – Limitation on Board Power

The Board may not adopt, amend, or repeal By-Laws unless expressly permitted by NPCL §602(b).

Authority is reserved to the Membership.

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By-Laws of the Timber Creek Preserve Phase 2 Homeowners Association, Inc.

CERTIFICATION AND ADOPTION

These By-Laws were adopted by the Members of
Timber Creek Preserve Phase 2 Homeowners Association, Inc.
at a duly noticed meeting of the Membership held on **January 27th, 2026**,
in accordance with the New York Not-for-Profit Corporation Law, the Certificate of Incorporation, and Article VIII of these By-Laws,
and are effective as of that date.

BOARD CERTIFICATION

By their signatures below, the undersigned certify that they are the lawfully elected Directors of the Corporation and that the foregoing By-Laws were duly adopted by the Members and are now in full force and effect.

Name: _____

Title: Director

Date: _____

Signature:

Name: _____

Title: Director

Date: _____

Signature:

Name: _____

Title: Director

Date: _____

Signature:

ATTESTATION

I, the undersigned Secretary of the Corporation, hereby attest that the foregoing By-Laws are a true and correct copy of the By-Laws adopted by the Members on the date stated above and that they remain in full force and effect.

Name: _____

Title: Secretary

Date: _____