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Main/
WESTGATE WOODS ASSOCIATION, INC.

24 Pgs
BY-LAWS

ARTICLE I

Names and Offices

SECTION 1. The name of the corporation is WESTGATE WOODS ASSOCIATION, INC.

SECTION 2. The principal office shall be located at such place within the State of New York as shall be designated in the Certificate of Incorporation, as amended from time to time. As of the date of adoption of these By-Laws, the principal office shall be in the Town of Gates, County of Monroe and State of New York.

SECTION 3. The corporation may also have offices and places of business at such other places, within or without the State of New York, as the Board of Directors may, from time to time, determine or the business of the corporation may require.

ARTICLE II

Members, Voting Rights and Meetings of Members

SECTION 1. The members of the corporation shall be the record owners of a fee or undivided fractional fee interest in any lot which constitutes a part Westgate Woods Office Park at 499-523 Beahan Road, Rochester, New York 14624, as more particularly described in a certain Declaration of Subdivision, Party Wall Easements, Easements, Covenants and Reciprocal Parking Easements recorded in the Monroe County Clerk's Office (the

"Declaration"). Every owner of a Lot shall be a member of the corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot. Each member shall be entitled to one vote regardless of the number of lots such member may own. If more than one person owns a Lot, only one vote will be cast with respect to such Lot.

SECTION 2. "Annual Meetings". Regular annual meetings shall be held on the _____ day of September each year at the hour of 7:30 o'clock, P.M., or at such other times during the day as is more convenient for the majority of said Members. If the day for the annual meeting is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

SECTION 3. "Special Meetings". Special meetings of the Members may be called at any time by the President, by the Vice President, by two (2) or more Members of the Board of Directors, or upon written request of one-fourth (1/4) of all members entitled to vote.

SECTION 4. "Notice of Meetings." Written notice of each meeting shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy thereof, postage prepaid, at least fifteen (15) days before such meeting to each member entitled to vote thereat. Such notice shall be sent to the Member's address last appearing on the books of the corporation, or supplied by such Member to the corporation

for the purpose of notice. Such notice shall specify the purpose, place, day and hour of meeting.

SECTION 5. "Quorum". The presence at the meeting of Members, or of proxies, entitled to cast one-half (1/2) of the votes of the Members entitled to vote shall constitute a quorum for any action except as otherwise provided in the Certificate of Incorporation, the Declaration or these By-Laws. If, however, such quorum shall not be present or represented by proxies at any meeting, the Members present and entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum, as aforesaid, shall be present or be represented by such proxies.

SECTION 6. "Proxies." At all meetings of Members, the casting of votes may be accomplished in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member or that member's Lot.

SECTION 7. "Notice and Quorum for Levying Annual Assessments and Levying Special Assessments." Written notice of any meeting called for the purpose of levying annual assessments or levying special assessments shall be sent to all members, not less than thirty (30) days, nor more than sixty (60) days, in advance of the meeting. The presence of members or of proxies entitled to cast sixty-six and two-thirds percent (66 2/3%) of all the members entitled to vote shall constitute a quorum for:

a) any first meeting in any year called for levying annual assessments: or b) any first meeting called for the levying of a special assessment.

If the required quorum, as described in the preceding paragraph, is not present, a second meeting may be called subject to the same notice requirement and the required quorum at the second meeting shall be fifty percent (50%) of all the members entitled to vote.

In the event that at such second meeting, a quorum as defined in the above paragraph is still not attained, then another meeting or meetings may be called subject to the same notice requirements and the required quorum at the subsequent meeting or meetings shall be thirty-three and one-third percent ($33 \frac{1}{3}\%$) of all the members entitled to vote.

No such second meeting or subsequent meeting shall be held later than sixty (60) days following the preceding meeting.

ARTICLE III

Directors

SECTION 1. The number of Directors which shall constitute the whole Board shall be not less than three (3), nor more than five (5). The initial Board shall consist of the three (3) Directors named in the Certificate of Incorporation. Thereafter, within the limits above specified, the number of Directors shall be determined by resolution of the Board of Directors, adopted by

vote of a majority of the entire Board. The initial directors shall serve, respectively, for terms of one, two and three years with the term of each to be determined by mutual agreement or by the drawing of lots. Directors thereafter shall be elected at the annual meetings of the Members, and each Director shall be elected and shall qualify and shall serve until the qualification of successor Directors elected at the next annual meeting of Members, unless earlier removed as provided in Section 2 hereof. Each Director shall be at least nineteen (19) years of age.

SECTION 2. Any Director may be removed from office for cause at any time by the vote of two-thirds of the Board, given at a meeting of the Board of Directors. Any vacancy or vacancies thus created, or resulting from an increase in the number of Directors, may be filled by the Directors, pursuant to the next section of these By-Laws.

SECTION 3. Newly created directorships resulting from an increase in the number of directors elected or appointed, and vacancies among such Directors for any reason, may be filled by vote of two-thirds of the Board of Directors then in office, regardless of their number. A Director elected or appointed to fill a vacancy shall hold office until the next annual meeting of Members at which the election of Directors is in the regular order of business, and until his successor is elected or appointed and qualified.

SECTION 4. The business of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by statute or by the Certificate of Incorporation or by these By-Laws. Such powers shall include, but shall not be limited to, the following:

(a) Operation, care, upkeep, maintenance and repair of the building exteriors and the reciprocal easement areas as established and defined in the Declaration and as set forth in paragraph 14 thereof;

(b) Determination of the common expenses required for the operation and maintenance of the property;

(c) Collection of the assessments for common expenses from the Lot owners;

(d) Employment and dismissal of the personnel necessary for the maintenance and operation of the property;

(e) Adoption and amendment of rules and regulations covering the details of the operation and use of the property;

(f) Opening of bank accounts on behalf of the corporation and designating the signatories required therefor;

(g) Obtaining insurance for the property; including the Buildings pursuant to the provisions of Article VI, Section 1 hereof;

(h) Making of repairs, additions, and improvements to or alterations of the property and repairs to and restoration of the

property in accordance with the other provisions of these By-laws, after damage or destruction by fire or other casualty, or as a result of condemnation or eminent domain proceedings;

(i) Taking all other necessary and proper actions for the sound management of the property and fulfillment of the terms and provisions of the Declaration and these By-laws.

SECTION 5. The Board of Directors shall, from time to time, but at least annually, prepare a budget for the operation of the property, determine the amount payable by each Lot Owner to meet the common expenses of operating the property and allocate and assess such common expenses ratably among the Lot Owners. Every Lot Owner shall be advised promptly after the adoption of each budget of the amount of the assessment payable by him for the period covered by such budget.

The Board of Directors shall maintain, repair and replace as needed the portions of the property to be collectively maintained as provided in the Declaration, including the parking areas, driveways, sidewalks, landscaping, exterior lighting, storm sewers, building exteriors, and any other improvements or utilities serving more than one Lot and not owned or maintained by a public utility company or municipal authority. All other maintenance, repairs, replacements and the like shall be performed by and at the expense of the individual Lot Owner(s) responsible therefor.

ARTICLE IV

Meetings of Directors

SECTION 1. Regular meetings of the Directors and all special meetings of Directors for any purpose may be held at such time or place, within or without the State of New York, as shall be stated in the Notice of Meeting or in duly executed Waivers of Notice thereof.

SECTION 2. Regular meetings of the Directors shall be held quarterly on any day (except Saturday, Sunday or a holiday) at which the Directors shall review the quarterly report presented by the President and Treasurer, and shall transact such other business as may properly be brought before the meeting.

SECTION 3. Written notice of the place, date and hour of the quarterly meeting, shall be given personally or by mail to each Director, not less than ten (10) nor more than fifty (50) days prior to the meeting. If mailed, such notice is given to a Director when deposited in the United States mail, with postage thereon prepaid, directed to each Director at his respective address appearing on the record of Directors, or, if he shall have filed with the secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

SECTION 4. Special meetings of the Board, for any purpose or purposes, may be called by the President on two (2) days' written notice to each Director. Special meetings shall be

called by the President, in like manner and on like notice, on the written request of two (2) Directors. Written notice of a special meeting of Directors, stating the place, date and hour of the meeting, the purpose or purposes for which it is called, shall be given, personally, by telegram, or by mail, to each Director. If mailed, such notice is given to a Director when deposited in the United States mail, with postage thereon prepaid, directed to the Director at the address as it appears on the record of Directors, or, if he shall have filed with the secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

SECTION 5. Notwithstanding anything contained in these By-Laws, however, notice of a meeting of Directors need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

SECTION 6. If, for a period of one month after the date fixed by or under these By-Laws there is a failure to elect a sufficient number of Directors to conduct the business of the corporation, the Board shall call a special meeting of the Members for the election of Directors. If such special meeting is not called by the Board within two (2) weeks after the expiration of such period or if it is so called but there is a failure to elect Directors for a period of two (2) months after

the expiration of such period, any group of Directors constituting ten percent (10%) of the entire Board may, in writing, demand the call of a special meeting for the election of Directors specifying the date and month thereof, which shall not be less than two (2) nor more than three (3) months from the date of such written demand.

SECTION 7. At all meetings of the Board, except as otherwise provided by law as to certain transactions, the presence of not less than a majority of the total number of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business and the vote of a majority of the Directors present at the time of the vote, if a quorum is present at the time, shall be the act of the Board of Directors. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place, without notice other than announcement at the meeting.

SECTION 8. Directors shall, except as otherwise required by law, or by the Certificate of Incorporation, be elected by a majority vote of the Members present at the annual meeting of the corporation provided that a quorum is present. Whenever any corporate action, other than the election of Directors, is to be taken by vote of the Directors, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by majority vote of the Directors present at a meeting

of Directors, provided that the Directors present constitute a quorum of the entire Board.

SECTION 9. Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter submitted to a vote of Directors. Votes by Directors may not be cast by proxy.

ARTICLE V.

Miscellaneous Provisions re Directors

Executive Committee

SECTION 1. The Board of Directors, may, by a resolution passed by a majority of the entire Board, designate an Executive Committee consisting of three (3) or more Directors of the corporation. If an Executive Committee is designated, the Board of Directors shall designate a chairman thereof, and may designate a vice-chairman thereof. The members of the Executive Committee, the chairman and the vice-chairman thereof, shall serve as such during the pleasure of a majority of the entire Board of Directors.

SECTION 2. The chairman of the Executive Committee, or, in his absence, the vice-chairman thereof, shall preside at all meetings of the Executive Committee. If, at any meeting, the chairman shall not be present, and the vice-chairman shall be absent, or no vice-chairman shall have been designated by the Board of Directors, the members of the Executive Committee may designate a temporary chairman to preside at that meeting. The

Executive Committee may adopt its own rules of procedure. The Executive Committee shall designate one (1) of its members to act as secretary of the Committee, whose duties shall be to keep a record of the proceedings of the Executive Committee and to report them to the Board of Directors, as, and when, so ordered by the Board of Directors.

SECTION 3. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess, and may exercise all the powers of the Board of Directors in the management and direction of the business and affairs of the corporation, in such manner as the Executive Committee shall deem for the best interest of the corporation, in all cases in which specific directions shall not have been given by the Board of Directors, except as otherwise provided in Section 712 of the Not-For-Profit Corporation Law, or any Law, or any future statute by way of amendment or re-enactment thereof. The Executive Committee shall have power to authorize that the seal of the corporation be affixed to all papers which may require it.

Other Committees of Directors

SECTION 4. The Board of Directors may, by resolution or resolutions passed by a majority of the entire Board, designate other committees, each consisting of one (1) or more Directors, which shall have such authority of the Board to the extent provided in the resolution of appointment, except as otherwise provided in Section 712 of the Not-For-Profit Corporation Law, or

any future statute by way of amendment or re-enactment thereof. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each such committee shall serve at the pleasure of a majority of the entire Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

Compensation of Directors and Advisory
Board Members: Loans to Directors

SECTION 5. Except as hereinafter provided, Directors, as such, shall not receive any stated salary for their services. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees of the Board of Directors may be allowed compensation, for their services as committee members, on such basis (annual or otherwise) and in such amounts, as may be determined by the Board of Directors.

No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the corporation to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or Officers are Directors or Officers or hold a substantial financial interest.

ARTICLE VI

Insurance

SECTION 1. Insurance. The Board of Directors shall obtain and maintain, to the extent obtainable, the following insurance: Fire insurance with extended coverage, insuring the Buildings but not including furniture, furnishings, equipment, or other personal property supplied or installed by Lot Owners, together with all service machinery contained therein and covering the interests of the Board of Directors and all Lot Owners and their mortgagees, as their interests may appear.

Each of such policies shall contain a New York Standard Mortgagee clause in favor of each Mortgagee of a Lot which shall provide that the loss, if any, thereunder, shall be payable to such mortgagee as its interest may appear, subject however, to the loss payment provisions in favor of the Board of Directors acting as the Insurance Trustee as hereinafter set forth. The cost of all such insurance shall be paid by the Board of Directors and shall constitute a common expense.

The proceeds of all policies of physical damage insurance shall be payable to the Board of Directors acting as the Insurance Trustee, to be applied for the purpose of repairing, restoring or rebuilding the Buildings unless otherwise determined by the Lot Owners.

The Board of Directors shall be the Insurance Trustee, unless the Board designates a bank, trust company or insurance company which agrees to serve as such Insurance Trustee.

All policies of physical damage insurance shall contain waivers of subrogation and of any reduction of pro-rata liability of the insurer as a result of any insurance carried by Lot Owners or of invalidity arising from any acts of the insured or any Lot Owners, and shall provide that such policies may not be cancelled or substantially modified without at least 10 days prior written notice to all of the insureds, including all Mortgagees.

The amount of fire and extended coverage insurance to be maintained on the Buildings shall be in the amount at least equal to the full replacement cost thereof.

The Board of Directors shall also obtain and maintain, to the extent obtainable: 1. Fidelity insurance covering all employees of the Corporation who handle Corporation funds; 2. Workmen's compensation insurance; and 3. Public liability insurance covering each member of the Board of Directors and each Lot Owner, in such limits as the Board may deem proper; the Board shall review such limits once each year.

The public liability insurance shall in any event be in the amount of at least \$500,000.00, single limit, covering all claims for bodily injury and property damage arising out of any one occurrence on the property and covering cross liability claims of one insured against another. However, such insurance shall not

cover the individual liability of a Lot Owner arising from occurrences within his own premises. A Lot Owner may insure himself against such liability by purchasing insurance for this purpose at his own expense.

Lot Owners shall not be prohibited from carrying other insurance for their own benefit provided such policies contain waivers of subrogation and further provided that the liability of the carriers issuing insurance procured by the Board of Directors shall not be affected or diminished by reason of any Lot Owner's other insurance.

The Board will arrange for repair of the Building(s) in the event of a casualty loss. In the event the insurance proceeds are not sufficient to cover the cost of such repairs, the balance of the cost of such repairs will be assessed against all Owners within the damaged Building(s).

SECTION 2. Repair or Reconstruction After Fire or Other Casualty. In the event of damage to or destruction of a Building as a result of fire or other casualty, (unless 75 percent or more of the Building is destroyed or substantially damaged and 75 percent or more of the Lot Owners within the damaged Building do not duly and promptly resolve to proceed with repair or restoration), the Board of Directors shall arrange for the prompt repair and restoration of the Building (including any bathroom fixtures and heating units initially installed therein) but not including any furniture, furnishings, fixtures, equipment or

other personal property installed by Lot owners, and the Board of Directors or the Insurance Trustee, as the case may be, shall disburse the proceeds of all insurance policies to the contractors engaged in such repair and restoration in appropriate progress payments. Any cost of such repair and restoration in excess of the insurance proceeds shall constitute a common expense and the Board of Directors may assess all the Lot Owners within the damaged Building for such deficit.

If 75 percent or more of a Building is destroyed or substantially damaged and 75 percent or more of the Lot Owners within the damaged Building do not duly and promptly resolve to proceed with repair or restoration, the Lots upon which the damaged Building was situate shall be subject to an action for partition at the suit of any Lot Owner within the damaged Building or lienor, as if owned in common, in which event the net proceeds of sale, together with the net proceeds of insurance policies (or if there shall have been a repair or restoration pursuant to the first paragraph of this Section 2, and the amount of insurance proceeds shall have exceeded the cost of such repair or restoration, then the excess of such insurance proceeds) shall be divided by the Board of Directors or the Insurance Trustee, as the case may be, among all the Lot Owners within the damaged Building in proportion to their respective interests, after first paying out of the share of each Lot Owner the amount of any unpaid liens on his Lot, in the order of the priority of such

liens. The Lot Owners within the other Building shall have a first right of refusal to purchase the Lots within the damaged Building in the event of such a partition sale.

Wherever in this Section the words "promptly resolve" are used they shall mean not more than sixty (60) days from the date of damage or destruction.

ARTICLE VII

Officers

SECTION 1. The Officers of the corporation shall be elected by the Directors and shall be a president, one (1) or more vice presidents, a secretary and a treasurer. The Board of Directors may also elect one (1) or more assistant secretaries and assistant treasurers. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. None of the Officers need be a member of the Board of Directors, except the President.

SECTION 2. At the first meeting of the Board following each annual meeting of the Members, the Board shall choose a president and shall elect Officers as provided in Section 1 of this Article VII.

SECTION 3. The Board may appoint such other Officers and agents as it shall deem necessary, who shall hold their offices or positions for such terms and shall exercise such powers and

perform such duties as shall be determined from time to time by the Board.

SECTION 4. The Officers of the corporation shall serve without compensation for their services as such.

SECTION 5. The Officers of the corporation shall hold office until their respective successors are elected or appointed and qualify in their stead. Notwithstanding anything contained in these By-Laws, any Officer elected or appointed by the Board of Directors may be removed with or without cause, at any time by the Board of Directors. If the office of any Officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

The President

SECTION 6. The president shall be the chief executive Officer of the corporation; and, shall preside at meetings of the Board of Directors in the absence of the Chairman of the Board. He shall have general and active management of the business of the corporation; and shall see that all orders and resolutions of the Board are carried into effect.

SECTION 7. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the corporation.

The Vice-Presidents

SECTION 8. The vice-presidents in the order of their seniority shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties as the Board of Directors shall prescribe.

The Secretary and Assistant Secretaries

SECTION 9. The secretary shall attend all meetings of the Board and of the Members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the Board of Directors, and of the Members and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

SECTION 10. The assistant secretaries, in the order of their seniority, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the Board of Directors shall prescribe.

The Treasurer and Assistant Treasurers

SECTION 11. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

SECTION 12. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and Directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

SECTION 13. If required by the Board of Directors, he shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession, or under his control belonging to the corporation.

SECTION 14. The assistant treasurers, in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and

shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE VIII

Annual Reports

SECTION 1. The President and the Treasurer shall present at the annual meeting of the Members a report, verified by the President and Treasurer, or certified by an independent public or certified public accountant or a firm of such accountants, selected by the Board, showing in appropriate detail the following:

A. The assets and liabilities, including the trust funds, of the corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.

B. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.

D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

SECTION 2. The annual report shall be filed with the records of the corporation and either a copy or an abstract thereof entered in the minutes of the proceeding of the annual meeting of the Members.

ARTICLE IX

General Provisions

Fiscal Year

The fiscal year of the corporation shall begin on the first day of _____ in each year and end on the thirty-first day of _____ of the following year.

Seal

The corporate seal shall have inscribed thereon, the name of the corporation, the year of its organization and the words, "New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE X

Amendments

SECTION 1. These By-Laws may be amended or repealed and further By-Laws may be adopted, by a two-thirds vote of the Members of the Corporation at a meeting at which a quorum is present.

SECTION 2. If any By-law regulating an impending election of Directors is adopted, amended, or repealed by the Members, there shall be set forth in the notice of the next meeting of Members for the election of Directors the By-Law so adopted,

amended or repealed, together with a concise statement of the changes made.

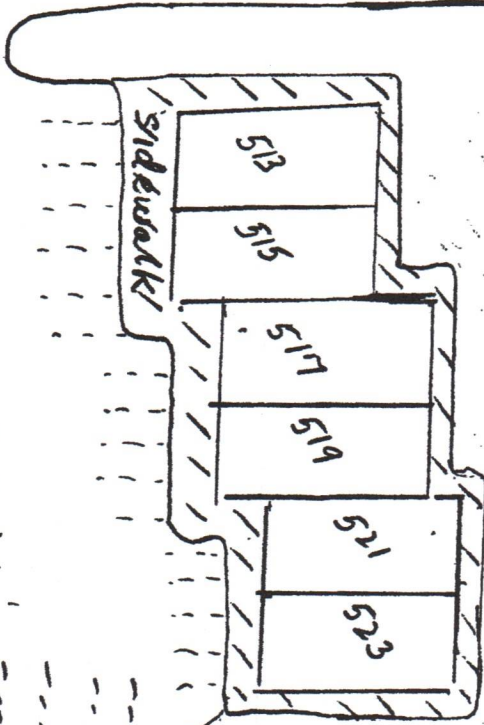
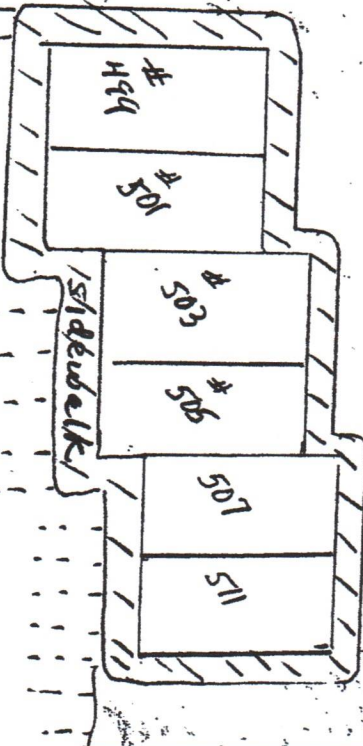
CHILI AVE

BROOKS AVE

BEAHAN RD

WESTGATE
WOODS
PROFESSIONAL
OFFICE PK.
5144

Access Rd To PK6



PARKING

Assoc Maintains
Parking lots +
sidewalks

PARKING

BM

REFUSE