

BYLAWS OF
THE VILLAS AT CAMBRIDGE COURT HOMEOWNERS' ASSOCIATION, INC.

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ARTICLE I

NAME AND LOCATION

SECTION 1.01 Name and Location. The name of the corporation is THE VILLAS AT CAMBRIDGE COURT HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the Association is located in the Town of Webster, County of Monroe and State of New York.

ARTICLE II

DEFINITIONS

SECTION 2.01 Definitions. As used in these By-Laws, the following terms shall have the definitions ascribed to them below:

A. "ASSOCIATION" shall mean and refer to THE VILLAS AT CAMBRIDGE COURT HOMEOWNERS ASSOCIATION, INC.

B. "ASSOCIATION PROPERTY/COMMON AREAS" shall mean and refer to all land, improvements and other properties heretofore or hereafter owned by or in possession of the Association.

C. "DECLARATION" shall mean and refer to the Amended and Restated Declaration of Protective Covenants, Conditions, Restrictions, Easements, Charges and Liens.

D. "HOME" shall mean and refer to each completed dwelling, as evidenced by issuance of a Certificate of Occupancy by the Town of Webster, including garage, situated upon the Properties or any such structure or improvement on the Properties which is intended to be occupied as a residence or in conjunction with a residence.

E. "HOMEOWNER" shall mean and refer to the Owner of a completed dwelling situated upon a lot.

F. "LOT" shall mean and refer to any portion of the property (with the exception of Association Property/Common Areas as defined above) under the scope of the Declaration and (i) identified as a separate parcel on the tax records of the Town of Webster or (ii) shown as a separate lot upon any recorded or filed subdivision map.

G. "MEMBER" shall mean and refer to each holder of a membership interest in the Association, as such interests are set forth in Article III of the Declaration.

H. "OWNER" shall mean and refer to the holder of record title, whether one (1) or more persons or entities, of the fee interest in any Lot, whether or not such holder actually resides in the Home constructed on such Lot.

I. "PROPERTIES" shall mean and refer to all properties as are subject to this Declaration as described in Schedule A attached hereto, including all Lots and Association Property/Common Areas in Phases 1 through 5 of the Cambridge Court Subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE III

MEMBERS

SECTION 3.01 Membership in the Association. The Members of the Association shall be the Owners of Lots within the Properties. The Association shall have one class of Membership. Class A members shall be all Owners of Lots who shall have full voting rights.

ARTICLE IV

MEETINGS OF MEMBERS; VOTING

SECTION 4.01 Annual Meeting. There shall be an Annual Meeting of the Members at such date and time and at such place convenient to the Members as shall be designated by the Board of Directors. This meeting shall be for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. Failure to hold an Annual Meeting at the designated time shall not, however, invalidate the corporate existence or affect otherwise valid corporate acts.

SECTION 4.02 Special Meetings. Special Meetings of the Members may be called at any time by the President or the Board of Directors and shall be called by the Secretary of the Association at the request in writing of Members of the Association holding not less than the twenty percent (20%) of the votes entitled to be cast at the meeting.

SECTION 4.03 Notice of Meetings. Not less than ten (10) days before the date of any Annual or Special Meeting of Members, the Board of Directors of the Association shall give each Member notice stating the time and place of the meeting. In the case of a Special Meeting, the notice shall indicate that it is being issued by or at the direction of the persons calling the meeting and the purpose for which the meeting is called. Such notice shall be delivered either by mail, facsimile or electronic mail or by presenting it to the Member personally, or by leaving it at such Member's residence as shown on the records of the Association. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, addressed to the Member at his or her post office address as it appears on the records of the Association. Notwithstanding the foregoing provision, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after such

meeting is held, or actual attendance at the meeting in person without objection to lack or deficiency of notice prior to the conclusion of the meeting, shall be deemed-equivalent to the giving of such notice to such persons. Any meeting of Members, Annual or Special, may adjourn to reconvene at the same or some other place. No notice need be given of any such adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

SECTION 4.04 Voting Rights. The Class A membership shall have full voting rights, and each Member shall have one vote, regardless of the number of Lots owned.

SECTION 4.05 Quorum and Vote. The presence in person or by proxy of Members having 50% + 1 of the total votes of the Membership entitled to vote shall constitute a quorum at any meeting. However, if a meeting cannot be held because a quorum is not present, the majority of the Members present, either in person or by proxy, may, without notice other than announcement to those physically present, adjourn the meeting to a time not less than 48 hours later, until a quorum shall be present in person or by proxy, with the quorum required for each reconvened meeting being one-half (1/2) of the quorum required for the previous meeting, but never less than one-tenth of the total votes of the Membership entitled to vote. Directors shall be elected by the affirmative vote of Members entitled to vote and casting a plurality of the vote cast at a meeting of Members. With respect to all acts other than the election of Directors, the act of Members casting a majority of the votes cast at a meeting shall be the act of the Members unless the act of a greater or lesser number is required by law, or by the Certificate of Incorporation of the Association, the Declaration or these By-Laws.

SECTION 4.06 Voting Regulations. The Board of Directors of the Association may make such regulations, consistent with the terms of the Declaration, the Certificate of Incorporation, these By-Laws and the Not-for-Profit Corporation Law of the State of New York. The Board of Directors of the Association shall establish provisions regarding proof of membership in the Association, evidence of right to vote, the appointment and duties of inspectors of elections, registration of Members for voting purposes and such other matters concerning the conduct of meetings and voting as it shall deem appropriate.

SECTION 4.07 Joint or Common Ownership. Any one (1) joint or common fee owner of a Lot shall be entitled to cast the vote with respect to the Lot so owned, but all such joint or common owners shall together cast only one (1) vote for each Lot conferring voting rights. If the owners are unable to determine how the vote shall be cast, no vote shall be cast.

SECTION 4.08 Absentee Ballots. On any matter submitted to the Members for vote, other than the election of Directors of the Association, any Member entitled to vote may cast a vote without attending the meeting in question by filing a written statement to the Board of Directors prior to the meeting in question. The statement must specify the issue on which the Member intends to vote and that the Member votes for or against the same. Members unable to attend a meeting at which Directors of the

Association are to be elected, may vote by a proxy which shall be in writing and shall be filed with the Secretary of the Association at or prior to the meeting.

SECTION 4.09 Waiver and Consent. Whenever the vote of the membership is required, to be taken in connection with any action of the Association, the meeting and vote of the membership may be dispensed with if all Members who would have been entitled to vote upon the action, if such meeting were held, shall consent in writing or by email to such action being taken.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.01 Number of Directors. The business and affairs of the Association shall be managed by the Board of Directors. The number of Directors of the Association shall be five (5).

SECTION 5.02 Candidates for Election to the Board of Directors. Candidates for election to the Board of Directors are determined as follows:

- 1) The Management Company sends a Board Candidate Form to all Members.
- 2) Any Member interested in becoming a Director completes the Board Candidate form and returns it to the Management Company.
- 3) The Management Company sends copies of all submitted Board Candidate Forms and a blank ballot, in accordance with Section 5.03, to each Member for review and consideration.
- 4) Completed ballots are returned to the Management Company or brought to the Annual Meeting where they are counted.

SECTION 5.03 Election. The Members shall elect five Directors with staggered terms. At each Annual Meeting, the Members shall replace those Directors whose terms have expired and elect such successor Directors for a term of three (3) years.

Voting shall be by secret written ballot which shall:

- a. Set forth the number of vacancies to be filled,
- b. Set forth the names of the candidates to fill such vacancies,
- c. Contain space for a write-in for each vacancy. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

SECTION 5.04 Term Limit. No Director may serve more than two (2) consecutive full three (3) year terms. There be must be at least one (1) year's absence before a former Director can run again.

SECTION 5.05 Vacancies. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors (although less than a quorum) to complete the remaining term of that vacancy.

SECTION 5.06 Removal. At any meeting of Members, duly called at which a quorum is present, the Members may, by the affirmative vote of not less than two-thirds (2/3) of the Members entitled to vote, remove any Director or Directors from office with or without cause and may by plurality vote elect the successor or successors to fill any resulting vacancies for the unexpired term or terms of the removed Director or Directors. In addition, the other Directors may, by the affirmative vote of not less than two-thirds (2/3) of the other Directors, declare the position of the Director vacant in the event the person filling such position shall be absent from three (3) consecutive meetings.

SECTION 5.07 Compensation. Directors shall not receive any compensation or salary for their services. Any Director may be reimbursed for his actual expenses incurred in the performance of his duties. A Director who serves the Association in any capacity other than as a Director or officer, however, may receive compensation therefor.

SECTION 5.08 Regular Meetings. Regular Meetings of the Board of Directors shall be held monthly without notice at such places and at such times convenient to the Directors as may be designated from time to time by resolution of the Board of Directors. Should such meeting date fall on a legal holiday, that meeting shall be held at the same time on the next day which is not a legal holiday. A Board member who is not physically present at a meeting may participate by means of a conference telephone call or electronic video screen communication.

SECTION 5.09 Special Meetings. Special Meetings of the Board of Directors may be called at any time at the request of the President or any three (3) Directors after not less than two (2) days' notice to each Director. The person or persons authorized to call such Special Meetings of the Board may fix any place convenient to the Directors as a place for holding such Special Meeting. Any Director may, in writing signed by such Director before or after the time of the Special Meeting stated therein, or by email transmission, waive notice of any Special Meeting. The attendance of a Director at any Special Meeting without objection to lack or deficiency of notice prior to the conclusion of such meeting shall constitute a waiver of notice of such Special Meeting. or waiver of notice of such meeting.

SECTION 5.10 Quorum and Voting. At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business, except as otherwise required by law, by the Certificate of Incorporation of the Association or by these By-Laws. Except in cases in which it is provided otherwise by law, by the Certificate of Incorporation or by these

By-Laws, a vote of a majority of Directors present at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the Directors present may adjourn the meeting from time to time by majority vote and without further notice, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted as originally called.

SECTION 5.11 Informal Action by Directors. Any action required or permitted to be taken by a meeting of the Board of Directors or of any committee thereof may be taken without a meeting, provided a written or electronic consent to such action is signed by all members of the Board of Directors or of such committee, as the case may be. Such written consent or electronic consent shall be filed with the minutes of proceedings of the Board or committee.

SECTION 5.12 Powers of the Board. The Board of Directors may exercise all the powers of the Association, except such as are conferred upon or reserved to the Members by statute or by the Certificate of Incorporation or these By-Laws. The powers, duties and authority of the Board of Directors shall specifically include, but shall not be limited to, the following:

- a. To determine, levy and collect the assessments and common charges as provided for in the Declaration.
- b. To collect, use and expend the assessments and charges collected for the maintenance, care and preservation and operation of the property of the Association as permitted by the Declaration.
- c. To procure and maintain adequate liability insurance covering the Homes, the Association, its Directors, Officers, agents, and employees and to procure and maintain adequate hazard insurance on such of the Association's real and personal properties and the Homes as it deems appropriate.
- d. To repair, restore or alter the properties of the Association or such other improvements for which the Association may now or hereafter have such responsibility under the Declaration, as amended, after damage or destruction by fire or other casualty or as a result of condemnation or eminent domain proceedings.
- e. To promulgate rules and regulations relating to the use, operation and maintenance of the Properties for the safety and convenience of the users thereof or to enhance the preservation and use of facilities or which, in the discretion of the Association, shall serve to promote the best interests of the Members and to establish and enforce fines and penalties for infractions thereof. Such fines may be collected as if they were Maintenance Assessments owed by the Member against whom the fine was levied. The fines may be amended from time to time by the Board.

- f. To collect delinquent assessments by suit or otherwise, to abate nuisances and to enjoin or seek damages from Members for violations of the provisions of the Declaration or of any rules or regulations of the Association.
- g. To pay all expenses incurred by the Association and all taxes owing by the Association.
- h. To declare the office of a member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive meetings of the Board of Directors.
- i. To keep a complete record of the actions of the Board of Directors and the corporate affairs of the Association and such other records as it deems appropriate.
- j. To issue, or cause to be issued, upon request by any person, an "Assessment Certificate" as provided in the Declaration, setting forth the status of payment of assessment for any Lot.
- k. To grant easements or rights of way to any public or private utility corporation, governmental agency or political subdivision with or without consideration.
- l. To dedicate or transfer all or any part of the land which it owns for such purposes and subject to such conditions as may be agreed to by the Association and the transferee. Such a conveyance shall, however, require the consent of two-thirds (2/3) of the total votes of all Members at any meeting duly called and held or who shall vote upon written ballot which shall be sent to every Member not less than 30 days nor more than 60 days in advance of the canvass thereof. In addition, no such conveyance shall be made if lending institutions which together are first mortgagees on 33-1/3% or more of the Lots advise the Association in writing, prior to the date set for voting on the proposed conveyance, that they disapprove such conveyance, which disapproval must not be unreasonable. Written notice of any proposed conveyance shall be sent by certified mail, return receipt requested, to all lending institution first mortgagees on the records of the Association not less than 30 days nor more than 60 days prior to the date set for voting on the proposed conveyance. If a lending institution does not respond, it shall be presumed that they approve of the conveyance.
- m. To enter into agreements, reciprocal or otherwise, with other homeowners and residents' associations, condominiums and cooperatives for the use of or sharing of facilities. Such agreements shall require the consent of two-thirds (2/3) of the total votes of all Members voting upon written ballot which shall be sent to every Member not less than 10 days nor more than 60 days in advance of the vote on the proposed agreement.
- n. Borrowing money on behalf of the Association when required in connection with the operation and maintenance of the Association Property or the Homes provided, however, that (i) the consent of 2/3 of all voting Members, obtained at a meeting duly called and held for such purpose, shall be required for the borrowing of any sum and (ii) no lien to secure repayment of any sum borrowed may be created on any Lot without the consent of the Lot Owner.
- o. Employment of a managing agent to perform such duties as the Board may authorize.

- p. To exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these By-Laws, the Certificate of Incorporation or the Declaration.

SECTION 5.13 Duties of the Board. It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to regularly present a written report thereon in compliance with New York statutes to the Members at the annual Meeting of the Members, or at any Special Meeting to present a written report only when same is requested in writing by at least one-fourth (1/4) of the Members who are entitled to vote.
- b. Supervise all officers, agents and employees of the Association and to see that their duties are properly performed.
- c. As more fully provided in the Declaration now or as hereafter amended or supplemented, to:
 - (1) Fix the amount of Special Assessments and Maintenance Assessments and other assessments to be assessed and levied against each Lot at the time or times and in the manner provided in the Declaration.
 - (2) Send written notice of each assessment to every owner of a Lot subject thereto at the time and in the manner provided in the Declaration.
 - (3) Take reasonable action consistent with the Declaration to collect assessments due the Association and not timely paid, and to bring an action at law against the Member personally obligated to pay the same.
- d. Issue, or cause an appropriate officer to issue, upon demand by any person, a Certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these Certificates. If a Certificate states an assessment has been paid, such Certificate shall be conclusive evidence of such payment.
- e. Procure and maintain adequate liability and hazard insurance for the Association Property, and for the Homes.
- f. Cause the Association Property to be maintained.
- g. Cause all officers or employees having fiscal responsibilities to be bonded, as the Board of Directors may deem appropriate.

- h. Prepare annual financial statements of the Association which are to be mailed or e-mailed to each Member within 5 months of the end of each fiscal year.

SECTION 5.14 Performance of Duties: Conflict of Interests. The Directors and Officers of the Association may freely make contracts, enter transactions or otherwise act for and in behalf of the Association relating to or incidental to its operations, notwithstanding the fact that they may also be acting as individuals or as Directors of the Association and as agents for other persons or business concerns or may be interested therein as stockholders of said corporations or business concerns or otherwise, provided, however, that all such dealings shall at all times be at arm's length for and in the best interests of the Association and otherwise lawful. The Directors and Officers shall comply with the Association's conflict of interest policy adopted pursuant to the NYS Not- For- Profit Corporation Law.

ARTICLE VI

OFFICERS

SECTION 6.01 Officers. The officers of the Association shall be the President (who shall be a member of the Board of Directors), one (1) or more Vice Presidents (the number to be determined by the Board of Directors), the Secretary and the Treasurer and shall be appointed by the Board of Directors. The Board of Directors may elect such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. Two (2) or more offices may not be held by the same person.

SECTION 6.02 Election. The election of officers shall take place at the first meeting of the Board of Directors following each Annual Meeting of the Members.

SECTION 6.03 Term and Vacancies. The officers of the Association shall be elected annually by the Board of Directors and each shall hold offices until his or her successor shall have been duly elected, unless he or she shall sooner resign, or shall be removed or otherwise be disqualified to serve. The vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6.04 Resignation and Removal. Any officer may be removed by the 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 time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.05 President. The President shall be the chief executive officer, shall supervise the work of the other officers, shall preside at all meetings of Members, shall preside at all

meetings of Directors and shall perform such other duties and functions as may be assigned him or her. He or she may sign, in the name of the Association, any and all contracts or other instruments authorized by the Board or these By-Laws.

SECTION 6.06 Vice President. The Vice President shall be capable of performing all of the duties of the President. He or she may sign, in the name of the Association, any and all contracts or other instruments authorized by the Board and shall perform such other duties and functions as may be assigned to him or her by the President or the Board.

SECTION 6.07 Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws, shall record the votes and keep the minutes of all meetings, shall have charge of the corporate records of the Association, and shall perform such other duties as are assigned to him or her by the President or the Board.

SECTION 6.08 Treasurer. The Treasurer shall have the duty to oversee the management and proper safekeeping of all moneys and securities of the Association and shall keep or cause to be kept regular books and records. He or she shall account to the President and the Board, whenever they may require it, with respect to all of his or her transactions as Treasurer and of the financial condition of the Association and shall perform all other duties that are assigned to him or her by the President, the Board or these By-Laws.

SECTION 6.09 Other Officers. Such other officers as the Board may appoint shall perform such duties and have such authority as the Board may determine.

SECTION 6.10 Compensation. No executive officers of the Association shall receive any stated salary for their services, provided that nothing herein contained shall preclude any executive officer from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE VII

COMMITTEES

SECTION 7.01 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, each of which shall consist of one (1) Director, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association provided, however, that no such committee shall have the authority of the Board of Directors to approve an amendment to the Certificate of Incorporation of the Association or to these By-Laws or a plan of merger or consolidation.

SECTION 7.02 Committees of the Association. The committees of the Association shall be the Architectural Standards Committee and such other committees as the Board of Directors shall deem desirable. Each committee shall consist of a chairman and two (2) or more members and shall include a member of the Board of Directors. The Architectural Standards Committee shall have the duties and functions described for such committee in the Declaration. All decisions of the committees of the Association shall be subject to the final approval of the Board.

SECTION 7.03 Rules. Each committee may adopt rules for its own governance not inconsistent with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

ARTICLE VIII

FINANCE

SECTION 8.01 Checks. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Association shall, unless otherwise provided by resolution of the Board of Directors, be provided by the Property Management Company.

SECTION 8.02 Fiscal Year. The fiscal year of the Association shall be the twelve (12) calendar months, ending August 31st of each year, unless otherwise provided by the Board of Directors.

SECTION 8.03 Annual Reports. There shall be 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. Such report shall be submitted at the Annual Meeting of the Members, if available, and filed within 20 days thereafter at the principal office of the Association. It shall be distributed to all Members.

ARTICLE IX

BOOKS AND RECORDS

SECTION 9.01 Books and Records. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member. The Declaration, Certificate of Incorporation and the By-Laws of the Association shall be available for inspection by any Member at the principal office of the Association.

ARTICLE X

AMENDMENTS

SECTION 10.01 Alteration, Repeal or Amendment. These By-Laws may be altered, repealed or amended with approval by not less than 66 2/3 of the Owners, at any regular or special meeting of the Members. Members are entitled to vote in person or by proxy.

SECTION 10.02 Conflict with Certificate of Incorporation or with Declaration. In the case of any conflict between the Certificate of Incorporation and these By- Laws, the Certificate of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control

ARTICLE XI

INDEMNIFICATION

SECTION 11.01 Indemnification. To the extent permitted by law, the Association shall indemnify and hold harmless any person made a party to any proceeding by reason of the fact that such person is or was a Director or officer of the Association against any loss or expense incurred by said person by reason of such proceeding, including the settlement thereof, except in relation to matters which such person is adjudicated to be liable for gross misconduct in the performance of that person's duties.

The undersigned, as Secretary of the Villas at Cambridge Court Homeowners Association, Inc., hereby certifies that at a meeting of Owners on 11-18, 2021, duly called and held, at which a quorum was present, in person or by proxy, the above By-Laws were approved by at least 66 2/3% of the votes of the Members in attendance. Signature pages are on file in the Association office.

Brenda Rubinstein

Name: Brenda Rubinstein

These Bylaws may be amended by an instrument approved by not less than 66 2/3% of the Owners. Title: Secretary