

BY-LAWS
OF
WINDSOR SQUARE HOMES ASSOCIATION I, INC.

As Amended By Membership Vote

November 3, 2000

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BY-LAWS

Windsor Square Homes Association

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**BY-LAWS
OF
WINDSOR SQUARE HOMES ASSOCIATION I, INC.**

ARTICLE I. PURPOSE AND OFFICE

1. PURPOSE

WINDSOR SQUARE HOMES ASSOCIATION I, INC., has been formed for the purpose of owning, operating and maintaining, preserving and arranging for architectural control of the Lots and Common Area of the Windsor Square Homes development exclusively for the benefit of its members within the meaning of Section 501(c)(7) of the Internal Revenue Code and the Regulations thereunder.

2. OFFICE

The principal office of the Association shall be located in the Town of Penfield, New York.

ARTICLE II. DEFINITIONS

1. **Association** shall refer to the Windsor Square Homes Association I, Inc. and its successors and assigns.
2. **Properties** shall refer to the real property described in the Declaration of Covenants, Conditions and Restrictions, the Declaration, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.
3. **Common Area** shall refer to all real property owned by the Association for the common use and enjoyment of the Owners.
4. **Lot** shall refer to any plot of land shown upon any recorded subdivision map of the Properties, with the exception of the Common Area.
5. **Owner** shall refer to the record owner, whether one or more persons or entities, of the title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of any obligation.

6. **Declarant** shall refer to O'Brien Planned Communities, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

7. **Member** shall refer to 'those persons entitled to membership as provided in the Declaration.

ARTICLE III. MEMBERS AND MEETINGS

1. MEMBERSHIP

Every person or entity who is the owner of any Lot which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the corporation.

2. ASSESSMENTS.

As more fully provided for in the Declaration, each member is obligated to pay to the Association, annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent; if the assessment is not paid within 30 days after due date, the assessment shall bear interest from, the date of delinquency at the rate of 6% per annum and the Association may bring an action at law against the Owner personally obligated to pay the assessment or foreclose any lien against the property, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise relieve himself from liability for the assessments provided for him by nonuse of the Common Area or abandonment of his Lot.

3. ANNUAL MEETINGS

The annual meeting of the members of the Association shall be held at the principal office of the Association on the first Friday in November of each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Monday if not a legal holiday, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

4. NOTICE OF ANNUAL MEETINGS

Notice of the time, place, and purpose of the annual meeting shall be served, either personally or by mail, not less than ten nor more than forty days before the meeting upon each person who appears upon the books of the Association as a member and, if mailed such notice shall be directed to the member at his address as it appears on the books of the Association, unless he shall have filed with the Secretary of the Association a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

5. SPECIAL MEETINGS

Special meetings of the members, other than those regulated by statute, may be called at any time by the President or by two directors and must be called by the President on receipt of the written request of one-third of the members of the Association.

6. NOTICE OF SPECIAL MEETINGS

Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each member not less than five nor more than forty days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears on the books or records of the Association, unless he shall have filed with the Secretary of the Association a written request that notices intended for him shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

7. QUORUM

At any meeting of members of the Association the presence of members holding one-third of the votes of all members, in person or by proxy, shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the vote of a majority of the votes cast by members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws.

8. VOTING

At every meeting of members each member shall be entitled to vote in person, or by proxy. The vote for directors and, upon the demand of any member, the vote upon any

question before the meeting, shall be by ballot. All elections shall be had and all questions decided by the majority of the votes cast by the members present in person or by proxy.

Every Owner, regardless of how many Lots are owned by such Owner, is entitled to one vote. When more than one person or entity holds an interest in any Lot, the vote shall be exercised as the owners among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

9. WAIVER OF NOTICE

Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or By-Laws of this Association, the Association or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Association or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at an time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

10. INSPECTORS OF ELECTION

If requested by any member, the President shall at the Annual Meeting appoint two persons, who need not be members, to serve as inspectors of election.

11. REMOVAL OF MEMBERS, DIRECTORS, OR OFFICERS

Any member, director, or officer may be removed from membership or from office by the majority of the votes cast by the members present either in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Association, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer, or director proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

12. COMPENSATION AND EXPENSES

Members shall not receive any stated salary for their services as such, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay to members

rendering unusual or special services to the Association special compensation appropriate to the value of such services.

ARTICLE IV. DIRECTORS

1. ELECTION

The business and property of the Association shall be managed and controlled by a Board of Directors. The number of directors constituting the entire Board shall be not less than five nor more than nine, as shall be fixed by vote of a majority of the entire Board from time to time. Directors shall be elected annually by the Owners to hold office for a term of three years or until the election of their respective successors, except as hereinafter otherwise provided for filling vacancies.

At the first annual meeting, five directors will be elected, one for a term of one year, two for a term of two years, and two for a term of three years. Subsequently, directors will be elected for terms of office which will provide for no more than three vacancies to be filled at each annual meeting by a majority of the votes of the members entitled to vote thereon, voting either in person or by proxy.

2. RESIGNATION

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

3. VACANCIES [Amended November 2, 2012**]**

Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the directors then in office, The vacancy must be posted so that members who are interested in serving have no less than 21 days from the date of posting to apply for appointment to the vacancy. Posting may be accomplished by a notice in the newsletter, on the website, and/or a distribution of flyers to each home. The Board of Directors will interview any interested candidates and will elect the new director by an affirmative vote of a majority of the Board members then serving, even if less than a quorum. Any director so elected by the Board of Directors shall hold office for the duration of the unexpired term or until the election of his successor.

4. ORGANIZATIONAL MEETING

Immediately after each annual election the newly elected directors shall meet at the principal office of the Association for the purpose of organization, the election of officers, and the transaction of other business and if a quorum of the directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the directors.

5. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President and must be called by the President on the written request of any member of the Board.

6. NOTICE OF MEETINGS

Notice of all directors meetings, except as herein otherwise provided, shall be given by mailing the same at least three days or by telegraphing the same at least one day before the meeting to the usual business or residence address of the director, but such notice may be waived by any director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any directors meeting. At any meeting at which every director shall be present, even though without notice or waiver thereof, any business may be transacted.

7. ACTION WITHOUT MEETING

Unless otherwise restricted by the Declaration, the Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, and the writing is filed with the minutes of the proceedings of the Board.

8. PRESENCE AT MEETINGS

Unless otherwise restricted by the Declaration, the Certificate of Incorporation or these By-laws, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

9. CHAIRMAN

At all meetings of the Board of Directors the President or in his absence a chairman chosen by the directors present, shall preside.

10. QUORUM

At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws.

11. CONTRACTS AND SERVICES

The directors and officers of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Association, notwithstanding that they may also be acting as individuals, or as directors of corporations, or as agents for other persons or business concerns, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Association in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Association's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

12. COMPENSATION

Directors shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Association special compensation appropriate to the value of such services.

13. POWERS

All the Association powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board of Directors. Such powers shall include, but shall not be limited to, the following:

- a. To adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests and to establish penalties for the infraction thereof.
- b. To suspend voting rights and the right to use recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for a period not to exceed 60 days for infraction of the published rules and regulations.
- c. To authorize the officers to enter into management agreements with third parties in order to facilitate the efficient operation of the Properties. It shall be the primary purpose of such management agreements to provide for the administration, management, repair and maintenance of the Properties, all improvements included therein and designated as Common Areas, the roofs and exterior walls of the Townhouses, and the receipt and disbursement of funds as may be authorized by the Board of Directors. The term of these management agreements shall be determined by the Board to be in the best interests of the Association and shall be subject in all respects to the Certificate of Incorporation, these By-Laws and the Declaration.

14. DUTIES

The Board of Directors, pursuant to Section 46 of the Membership Corporations Law, shall present at the annual meeting of members and file with the minutes thereof a report, verified by the President and Treasurer, or by a majority of the directors, showing (a) the whole amount of real and personal property owned by the Association, where located, and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made, and (d) the names and places of residence of the persons who have been admitted to membership during the year. It shall be the duty of the Board of Directors to:

- a. As more fully provided in the Declaration:
 1. Fix the amount of the annual assessment against each Lot at least thirty days in advance of each annual assessment period;

2. Send written notice of each assessment to every Owner subject thereto at least thirty days in advance of each assessment period, and
 3. Foreclose any lien against any property for which assessments are not paid within thirty days after due date or to bring an action at law against the owner personally obligated to pay the assessments.
- b. Issue or cause to be issued upon demand of 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 such certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
 - c. To procure and maintain adequate liability insurance, to procure adequate hazard insurance on property owned by the Association, and to procure insurance on all Townhouses with the Association, as Trustee for all members, being shown as one of the payees of the proceeds of the insurance, all as the Directors deem advisable.
 - d. To cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate.
 - e. To cause the Common Area to be maintained.
 - e. To cause the exterior of the buildings to be maintained.

ARTICLE V. OFFICERS

1. NUMBER

The officers of the Association shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Secretary, may be held by the same person.

2. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS

The President shall be elected annually by the Board of Directors from among their number, and the other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit, at the first meeting of the Board of Directors after the annual meeting of the members of the Association.

3. VACANCIES

In case any office of the Association becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election of his successor.

4. PRESIDENT

The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to him by the Board of Directors.

5. VICE PRESIDENT

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

6. SECRETARY

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine blind shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Association. He shall keep a record, containing the names, alphabetical arranged of all persons who are members of the Association, showing their places of residence, and such book shall be open for inspection as prescribed by law. He may sign with the President, in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Association. He shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

7. TREASURER

The Treasurer shall have the custody of all funds, properties and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sun, and with

such sureties as the Board of Directors may require. When necessary or proper he may endorse on behalf of the Association for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Association and all bills of exchange and promissory notes issued by the Association except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the Association. He shall make such payments as may be necessary or proper to be made on behalf of the Association. He shall enter regularly on the books of the Association to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Association, and shall exhibit such books at all reasonable times to any director or member on application at the offices of the Association. He shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

8. SALARIES

The salaries of all officers, if any, shall be fixed by the Board of Directors and shall be reasonable in amount. The fact that any officer is a member of the Association or a director, or a member of an advisory committee, shall not preclude him from receiving a salary or from voting on the resolution providing for the same.

9. REMOVAL

Any officer may be removed from office by the majority vote of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Association, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VI. ADVISORY COMMITTEE

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the

pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Association in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The members of any advisory committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee, rendering unusual or exceptional services to the Association, special compensation appropriate to the value of such services.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Association shall commence on October 1st of each year and end on September 30.

ARTICLE VIII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer or employee of, or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association.

ARTICLE IX. EXEMPT ACTIVITIES

Notwithstanding any other provisions of these By-Laws, no member, director, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X. INDEMNIFICATION

To the extent permitted by law, the Association shall indemnify and demand any person made a party to any proceeding by reason of the fact that he is, or was, a director or officer of the Association against an loss and expense incurred by him 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 his duties.

ARTICLE XI. AMENDMENT

Subject to the restrictions contained herein, the By-Laws may be altered, amended or repealed at any meeting of members of the Association by an affirmative vote of two-thirds of all votes cast by the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

ARTICLE XII . DISSOLUTION

Subject to the restrictions contained herein, the Association may be dissolved by action of the members at any meeting of members of the Association by an affirmative vote of two-thirds of all votes cast by the members, represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.