

BY-LAWS  
OF  
WOODCLIFF HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Woodcliff Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the Association shall be located at the address of the Secretary of the Association, but meetings of Members and Directors may be held at such other places within the State of New York as may be designated by the Board.

ARTICLE II  
DEFINITIONS

Section 1. "Association" means Woodcliff Homeowners Association, Inc., and its successors and assigns.

Section 2. "Board" means the Board of Directors of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the Common use and enjoyment of the Owners. The Common Area to be owned by the Association at the time of the conveyance of the first Lot is described as all the premises described in the Declaration of Covenants, Conditions and Restrictions of The Fairways at Woodcliff as "Properties" excepting therefrom the building Lots and the dedicated road as shown on the map of the Properties filed in the Monroe County Clerk's Office.

Section 4. "Declarant" means The Fairways at Woodcliff, a New York partnership, and its successors and assigns if it acquires more than one undeveloped lot for the purposes of development.

Section 5. "Declaration" means the Declaration of Covenants, Conditions and Restrictions applicable.

Section 6. "Director" means a member of the Board of Directors of the Association.

Section 7. "Lot" means any plot of land shown upon any recorded subdivision map or resubdivision map of the Properties.

Section 8. "Member" means those persons entitled to membership as provided in the Declaration.

Section 9. "Owner" means the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is part of the Properties including contract sellers, excluding those having such interest merely as security for the performance of an obligation.

Section 10. “Properties” means that certain interest in real property as described in the Declaration and such additions thereto as may thereafter be brought within the jurisdiction of the Association.

### ARTICLE III MEMBERSHIP AND VOTING

The Association shall have one class of voting membership – Class A. Class A Members shall be all owners. Class A Members shall be entitled to only one vote for each membership regardless of the number of lots owned on all matters requiring a vote of the Members. When more than one person holds an interest in any Lot, all such persons shall be Class A Members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with the respect to any one membership.

### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. After the first meeting of Class A Members, an annual meeting of the Members shall be held each year on the second Tuesday of September at the office of the Association or at such other place as specified in the notice of meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President of the Association or by the Board, or upon written request of the Members who are entitled to vote fifty percent (50%) of the votes of the Class A membership entitled to be cast at such meeting.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, either by electronic delivery, or by mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each Member entitled to vote thereat, addressed to the Member’s address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting.

Section 4. Waiver of Notice. Notice of meeting need not be given to any member who submits a signed waiver of notice thereof whether before, during or after a meeting, nor to any Member who attends the meeting without protesting prior to the conclusion thereof the lack of notice to him.

Section 5. Quorum. The presence at the meeting, in person or by proxy, of Members entitled to cast at least fifty percent (50%) of the total number of votes entitled to be cast thereof by each class of membership shall constitute a quorum for any action except as otherwise provided in the Declaration or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have 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 represented.

Section 6. Proxies. At all meeting of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Association. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 7. Required Vote. Directors shall be elected by a plurality of the votes cast at a meeting of Members by the Members entitled to vote in election. Any other corporate action to be taken by vote of the Members shall, except as otherwise required by law or the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon.

Section 8. Action Without Meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent setting forth the action so taken and signed by all of the Members entitled to vote thereon.

## ARTICLE V BOARD OF DIRECTORS; SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of not less than five (5) nor more than nine (9) Directors, all of whom shall be Members of the Association.

Section 2. Term. Directors shall be divided into two classes as nearly equal in number as possible, for purposes of staggering their terms of office. Directors shall be elected for terms of two (2) years.

Section 3. Meetings. Regular meetings of the Board shall be held at such times as the Directors may from time to time determine. Special meeting of the Board shall be held at any time upon call from the president of the Association or of any or any two of the Directors.

Section 4. Place of Meetings. Regular and special meetings of the Board shall be held at the principal office of the Association, or at such other place, within or without the State of New York, as may from time to time be determined by the Board or the person or persons authorized to call the meeting.

Section 5. Notice of Meeting. No notice need be given of a regular meeting of the Board. Notice of the place, day and hour of every special meeting shall be given to each Director by delivering the same to him personally or sending the same to him by electronic delivery, or leaving the same at his residence or usual place of business, at least one (1) day before the meeting, or shall be mailed to each Director, postage prepaid and addressed to him at his last known address according to the records of the Association, at least three (3) days before the meeting. No notice of any adjourned meeting of the Board need be given other than by announcement at such meeting.

Section 6. Waiver of Notice. Notice of a meeting need not be given to any Director who submits a signed written waiver thereof whether before, during or after the meeting nor to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 7. Quorum. Two-thirds (2/3) of the entire Board shall be necessary to constitute a quorum for the transaction of business at each meeting of the Board. However, if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until a quorum shall attend.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceeding of the Board or the committee.

Section 9. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 10 Compensation. Directors as such shall not receive any compensation for their services.

## ARTICLE VI POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board, on behalf of the Association, shall have power to:

- (a) adopt and publish rules and regulations governing the use and maintenance of the common area, the personal conduct of the Members, their tenants, their family guests and invitees thereon, and to establish penalties for the infraction thereof;

- (b) suspend the right to the use of the common areas except for ingress and egress over the Member's Lot, during any period in which such Member shall be in default in the payment of any assessment levied by the Association, such rights may be suspended after a notice and hearing for a period not to exceed sixty (60) days for an infraction of published rules and regulations;
- (c) exercise all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Certificate of Incorporation of the Association or the Declaration;
- (d) declare the office of a Director to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board;
- (e) procure and maintain adequate liability and hazard insurance on the Properties, and, in addition, its officers and directors. The Board shall, on an annual basis, review the amount of insurance coverage in order to assure that the Association and the Owners are fully protected;
- (f) acquire, encumber and dispose of property as provided for in the Declaration;
- (g) employ a manager, an independent contractor and such other employees as it deems necessary and to prescribe their duties; and
- (h) establish a capital reserve fund for repair and replacement of those deteriorating assets for which the Association is responsible.

Section 2. Duties. It shall be the duty of the Board to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A 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, to:
  - (i) establish the amount and starting day of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period.
  - (ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period;

- (iii) foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date or to bring an action at law against the Owner personally obligated to pay the same;
- (d) issue, or to 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 on property where the Association has a legal interest, and secure appropriate insurance on officers and directors;
- (f) cause all officers, agents or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the common area to be maintained; and
- (h) cause a financial statement for the Association to be prepared and certified by the Association's independent public accountant following the end of each fiscal year.

## ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at each annual meeting of the Board which shall be immediately following the adjournment of each annual meeting of the Members.

Section 3. Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year or until such officer's successor has been elected or appointed and qualifies unless he or she shall sooner resign, be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect by majority vote such other officers as the affairs of the Association may require, each of whom shall hold office for such a period, have such authority, and perform such duties as the Board may from time to time determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. 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 at 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. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the office he or she replaces.

Section 7. Multiple Offices. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The President shall preside at all meetings of the Board, shall see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds and other written contractual instruments. The President shall act in the place and stead of the Treasurer in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

(d) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; shall keep proper books of accounting; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its annual meeting, and have delivered a copy of each to the Members.

## ARTICLE VIII COMMITTEES

The Board may appoint a Nominating Committee. The Board may also appoint an Architectural and Property Review Committee of no less than two (2) nor more than four (4) Directors and may grant authority to them to approve, approve with conditions, or disapprove any application received, or to make recommendations to the Board as provided in the Declaration. In addition, the Board shall appoint such other committees as deemed appropriate in carrying out its purpose.

## ARTICLE IX BOOKS AND RECORDS

The books and record and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any Member, the Declaration, the 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, where copies may be purchased at reasonable costs.

## ARTICLE X ASSESSMENTS

As more fully provided 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 thirty (30) days after the due date, the assessment shall bear interest from such date at the legal rate of interest, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and the interest costs, and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. In addition, the Association has the right to levy a late charge on delinquent accounts five (5) days after the assessment is due.

## ARTICLE XI TENANTS

Any lease of a home within the subdivision shall provide for full compliance by the tenant with the Declaration, these By-Laws, and the rules and regulations of the Association. Should a tenant be in violation thereof at any time, the Association may send the Owner of the home which said tenant occupies written notice of such violation by certified or registered mail return receipt requested, at his or her address as set forth in the books and records of the Association. If the violation is not cured or eviction proceedings commenced against the tenant by the Owner at the Owner's expense within ten (10) days after the Owner has received notice of such violation, the Association may pursue any remedies which it may have. All expenses incurred by the Association shall be charged to the owner and will become a lien against the property if owner fails to pay.



## ARTICLE XII INDEMNIFICATION

The Association shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that such person or such person's testator or intestate is or was a Director or officer of the Association in the manner and to the maximum extent authorized or permitted by the Not-for-Profit Corporation Law of the State of New York, as amended from time to time; and the Association may, in the discretion of the Board, indemnify all other corporate personnel to the extent permitted by law.

## ARTICLE XIII AMENDMENTS

The Board shall have the power to adopt, amend or repeal the By-Laws of the Corporation by a two-thirds (2/3) vote of the entire Board at any meeting of the Board.

## ARTICLE XIV CONSTRUCTION AND INTERPRETATION

Section 1. The Association shall have the right to construe and interpret the provisions of these By-Laws and in the absence of an adjudication by a court of competent jurisdiction to the contrary, its construction or interpretation shall be final and binding as to all persons or property benefited or bound by the provisions hereof.

Section 2. Any conflict in construction or interpretation between the Association and any other person or entity entitled to enforce the provisions hereof shall be resolved in favor of the construction or interpretation of the Association. The Association may adopt and promulgate reasonable Rules and Regulations regarding the administration, interpretation, and enforcement of the provisions of the Declaration and these By-Laws. In so adopting and promulgating such Rules and regulations, and in making any finding, determination, ruling, or order, or in carrying out any directive contained herein relating to the issuance of permits, authorizations, approvals, rules, or regulations, the Association shall take into consideration the best interests of the Owners and residents of the Properties to the end that the Properties shall be preserved and maintained as a high quality community.

Section 3. In the case of any conflict between the Certificate of Incorporation of the Association 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.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting Secretary of Woodcliff Homeowners Association, Inc., a New York not-for-profit corporation, and

THAT the foregoing By-Laws of said Association were duly adopted at a meeting of the Board of Directors thereof, held on the 14<sup>th</sup> day of February 2023 and that all previous By-Laws are superseded by this By-Law.

IN WITNESS WHEREOF, I have hereunto subscribed my name the 14th day of February 2023.



Susanne Van Strydonck

Secretary

Woodcliff Terrace Homeowners Association