

## **GHPOA BY-LAWS INDEX**

<b>Article</b>	<b>Section</b>	<b>Subject</b>
<b>I</b>		<b>Principle Address and Purpose</b>
<b>II</b>		<b>Definitions</b>
	<b>1.</b>	<b>Association</b>
	<b>2.</b>	<b>The Properties</b>
	<b>3.</b>	<b>Common Areas</b>
	<b>4.</b>	<b>Lot</b>
	<b>5.</b>	<b>Owner</b>
	<b>6.</b>	<b>Developer</b>
	<b>7.</b>	<b>Declaration</b>
	<b>8.</b>	<b>Member</b>
	<b>9.</b>	<b>Board</b>
	<b>10.</b>	<b>By-laws</b>
<b>III</b>		<b>Membership</b>
	<b>1.</b>	<b>Membership</b>
	<b>2.</b>	<b>Suspension of Membership</b>
<b>IV</b>		<b>Property rights: Rights of enjoyment</b>
<b>V</b>		<b>Meetings of Members</b>
	<b>1.</b>	<b>Annual Meeting</b>
	<b>2.</b>	<b>Special Meetings</b>
	<b>3.</b>	<b>Notice of Meetings</b>
	<b>4.</b>	<b>Quorum</b>
	<b>5.</b>	<b>Proxies</b>
	<b>6.</b>	<b>Waiver and Consent</b>
	<b>7.</b>	<b>Order of Business and Rules of Order</b>
<b>VI</b>		<b>Board of Directors: Selection: Term of Office</b>
	<b>1.</b>	<b>Directors</b>
	<b>2.</b>	<b>Election</b>
	<b>3.</b>	<b>Removal</b>
	<b>4.</b>	<b>Compensation</b>
	<b>5.</b>	<b>Action Taken Without a Meeting</b>
<b>VII</b>		<b>Nomination &amp; Election of Directors</b>
<b>VIII</b>		<b>Meetings of Directors</b>
<b>IX</b>		<b>Power &amp; Duties</b>
	<b>2.</b>	<b>Duties: annual assessment, late fee, liens</b>
<b>X</b>		<b>Officers &amp; Their Duties</b>
<b>XI</b>		<b>Books &amp; Records</b>
<b>XII</b>		<b>Assessments</b>
<b>XIII</b>		<b>Corporate Seal</b>
<b>XIV</b>		<b>Amendments</b>

# **BY-LAWS OF THE GARNET HILL PROPERTY OWNERS ASSOCIATION, INC.**

As amended and restated on September 3, 2006. ARTICLE VIII amended September 2013.

## ***ARTICLE 1***

### ***PRINCIPAL OFFICE and PURPOSE***

**SECTION 1** The principal address of the Association shall be Post Office, North River, New York 12856.

**SECTION 2** The purpose or purposes for which the corporation is formed are as follows:

To promote the health, safety and welfare of the residential community know as "Garnet Hill," to wit: lands situated in the Town of Johnsbury, County of Warren, State of New York, now or formerly owned by Paul M. Cormack d/b/a Garnet Hill, and lying in Lots 35, 36, 37 and 38, Township 14, and Lot 13, Township 13, Totten and Crossfield's Purchase and for these purposes:

(a) To own, acquire, build, operate and maintain certain real property and common facilities, including structures and personal property incidental thereto, hereinafter referred to as the "Common Area," and

(b) To enforce any and all covenants, restrictions and agreements applicable to the Common Areas and the residential lots within the above residential community, and particularly the Declaration or Declaration of Covenants, Restrictions, Easements, Charges and Liens (hereinafter referred to as the "Declaration"), which may hereinafter be made by Paul M. Cormack, d/b/a Garnet Hill, and which may hereafter be recorded among the land records of the County of Warren, New York.

(c) To make and perform any contracts and do any acts and things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any of the corporation's purposes, including all the powers enumerated in Section 202 of the Not-For-Profit Corporation Law or any other statute of the State of New York.

**ARTICLE II**  
**DEFINITIONS**

**SECTION 1** "ASSOCIATION" shall mean the Garnet Hill Property Owners Association, Inc., its successors and assigns.

**SECTION 2** "THE PROPERTIES" shall mean those lands described in Exhibit "A", attached to and forming a part of a certain Declaration of Covenants, Restrictions, Easements, Charges and Liens (hereinafter referred to as the "Declaration") made by Paul M. Cormack d/b/a Garnet Hill Co., and any additions thereto that may hereafter be brought within the jurisdiction of the Association.

**SECTION 3** "COMMON AREAS" shall mean those areas of land described in Exhibit "B", attached to and forming a part of the Declaration for the common use and enjoyment of the members of the Association.

**SECTION 4** "LOT" shall mean any plot of land intended and subdivided for residential use, but shall not include the Common Areas as herein described.

**SECTION 5** "OWNER" shall mean and refer to the record owner of fee simple title to any Lot. Every Lot Owner shall be treated for all purposes as a single owner of each Lot held, irrespective of whether said ownership is joint, in common, or tenancy by the entirety. When more than one person holds an interest or interests in any Lot, all of said persons shall be Members and the vote for the Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any of said Lots.

**SECTION 6** "DEVELOPER" shall mean Paul M. Cormack d/b/a Garnet Hill Co., his heirs, successors and/or assigns.

**SECTION 7** "DECLARATION" shall mean the Declaration of Covenants, Conditions, Restrictions, Easements, Charges and Liens applicable to The Properties, recorded or to be recorded among the land records in the Office of The Clerk of Warren County, New York.

**SECTION 8** "MEMBER" shall mean all those owners who are Members of the Association as provided in the Declaration.

**SECTION 9** "BOARD" shall mean and refer to the Board of Directors of the Association.

**SECTION 10** "BY-LAWS" shall mean and refer to the code or codes or rules adopted for the regulation or management of the affairs of the Association irrespective of the name or names by which such rules are designated as the same may be amended from time to time.

### ***ARTICLE III***

#### ***MEMBERSHIP***

**SECTION 1** MEMBERSHIP. Membership in the Association shall be governed by Article V of the Declaration.

**SECTION 2** SUSPENSION OF MEMBERSHIP. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of land and becomes a lien upon the property against which said assessments are made as provided in the Declaration to which the Properties are subject. During any period in which a Member shall be in default in the payment of any annual or special assessment levied by the Association, the right to the use of the Association's facilities of said Member may be suspended by the Board of Directors until the assessment has been paid. The rights of a Member may also be suspended after notice and hearing for a period not to exceed sixty days, for failing to comply with any of the provisions of the Declaration or for violating any rules and regulations established by the Board of Directors governing the use of the Common Areas and facilities, PROVIDED HOWEVER, that during any such suspension no Member's voting rights or obligation to pay maintenance charge shall be suspended. In no event, however, shall the suspension of a Member's rights preclude the Member's ingress or egress to and from the Member's Lot or dwelling.

### ***ARTICLE IV***

#### ***PROPERTY RIGHTS: RIGHTS OF ENJOYMENT***

Each Member shall be entitled to the use and enjoyment of the Common Areas and facilities as provided by Article IV of the Declaration. Any Member may delegate the rights of enjoyment of the Common Areas and facilities to the members of his family, houseguests, tenants, or contract purchasers who reside on the property. The rights and privileges of the delegatee are subject to suspension to the same extent as those of the Member.

**ARTICLE V**  
**MEETINGS OF MEMBERS**

**SECTION 1** ANNUAL MEETINGS. The annual meeting of the Members shall be held at North River, New York (Warren County) on the weekend immediately preceding the first Monday in September of each year at a time and place designated by the Board of Directors. The proposed annual budget for the year shall be submitted along with the notice of this meeting and shall be approved, disapproved or modified by vote of the Members at said annual meeting.

**SECTION 2** SPECIAL MEETINGS. Special meetings of the Members may be called at any time by the President or the Board of Directors of the Association or upon the written request of the Members who are entitled to cast one-fourth (1/4) of the votes of membership.

**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, by hand delivering or mailing a copy of the notice, postage paid or e-mailing the notice at least thirty days before the meeting to each Member. The notice shall be sent to Member's e-mail or US postal service addressed to the Member's address last appearing on the books of the Association, or supplied by the Member to the Association for the purpose of notice. The notice shall specify the place, day and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

**SECTION 4** QUORUM. To constitute a quorum, at least twenty-five (25%) of the Members must be present in person or by proxy, for any action, except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws. If, however, a quorum shall not be present or represented at any meeting, the Members 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.

**SECTION 5** PROXIES. At all meetings of Members, each Member may vote 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 of his Lot. Proxies may be submitted by e-mail.

**SECTION 6** WAIVER AND CONSENT. Wherever the vote of the membership at a meeting is required or permitted by Statute or by any provision of the Declaration, Certificate of Incorporation or of these By-Laws 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 the meeting were held, shall consent in writing to the action being taken. Waiver or consent may be submitted by e-mail.

**SECTION 7** ORDER OF BUSINESS AND RULES OF ORDER. Except as may be otherwise decided by a majority vote of the Members present at a meeting, the order of business at all meetings and the rules contained in the latest edition of "Robert's Rules of Order Revised" shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or any special rules of order of this Association.

## **ARTICLE VI**

### **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

**SECTION 1** DIRECTORS. The affairs of this Association shall be managed by a Board of Directors who need not be Members of the Association. The Board of Directors shall consist of not less than nine (9) nor more than fifteen (15) members. Such number to be determined by the vote of a majority of the entire Board, provided however, if the number of directors is decreased the decrease will not shorten the term of any incumbent Director.

**SECTION 2** ELECTION. At the first annual meeting, the Members shall elect two Directors for a term of one year, two Directors for a term of two years and one Director for a term of three years. At each annual meeting thereafter, the Members shall elect Directors for a term of three years.

**SECTION 3** REMOVAL. Any Director may be removed from the Board of Directors with or without cause by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining Directors and shall serve until the next annual meeting.

**SECTION 4** COMPENSATION. No Director shall receive compensation for any service rendered to the Association. However, any Director may be reimbursed, at the discretion of the Board, for actual expenses incurred in the performance of the Director's duties.

**SECTION 5** ACTION TAKEN WITHOUT A MEETING. The Board shall have the

right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action taken in the absence of a meeting must be approved by the Board by what ever rules would apply if the matter had been taken at a meeting of Directors. A Director may submit his or her written agreement by e-mail.

## ***ARTICLE VII***

### ***NOMINATION AND ELECTION OF DIRECTORS***

**SECTION 1** Nominations for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the association. The Nominating Committee shall be appointed by the Board of Directors before each annual meeting of the Members and shall serve until the close of such annual meeting. The Nominating Committee shall make as many nominations as there are vacancies. The Nominating Committee shall make its

recommendations to the Board for approval prior to the Annual membership meeting. Nominations may be made by Members at the Annual membership meeting.

**SECTION 2** ELECTION. Election to the Board of Directors may be by written ballot. At the election Members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected.

## ***ARTICLE VIII***

### ***MEETINGS OF DIRECTORS***

**SECTION 1** REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least yearly, without notice, at the place and hour as may be set from time to time by resolution of the Board.

**SECTION 2** SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association or when called by the Secretary of the Association upon the written request of one-third of the Directors, after not less than three (3) days' notice to each Director.

**SECTION 3** QUORUM. One-half (50%) of the number of Directors shall

constitute a quorum for the transaction of business. In the event a quorum of the Directors is not present, a lesser number may adjourn the meeting to a future time. Every act or decision done or made by a majority of the Directors present at a duly held meeting, at which a quorum is present, shall be regarded as the act of the Board.

**SECTION 4** MEETING PLACE. The meetings of Directors shall be held at the time and place designated by the President or other person calling the meeting.

**SECTION 5** ATTENDENCE BY ELECTRONIC MEANS. Any one or more Members of the Board of Directors may participate in a meeting of the Board 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 a meeting.

***ARTICLE IX***  
***POWERS AND DUTIES***

**SECTION 1** POWERS. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infractions thereof;
- (b) exercise, for the Association, all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation or the Declaration; and take actions that are deemed to be in the best interest of the Association and its Members, including but not limited to action to prevent the occurrence,

continuation or violation of any provision of the Declaration of Covenants, Restrictions, Easements, Charges and Liens;



- (c) employ a manager, an independent contractor or any other employee they deem necessary, and to prescribe their duties;
- (d) suspend the right to use of the recreational facilities of a Member during any period in which the Member shall be in default in the payment of any assessment levied by the Association. Said rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations; and
- (e) declare the office of a member of the Board of Directors to be vacant in the event said Director has been absent from three (3) consecutive meetings of the Board of Directors.

**SECTION 2** DUTIES. 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 present a statement thereof to the Members at the annual meeting of the Members or at any special meeting, when said statement is requested in writing by one-fourth (1/4) of the Members;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
  - (1) fix the amount of the annual assessment against each Lot;
  - (2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of the date the assessment is due;
  - (3) when in its judgment it is in the best interest of the Association, 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; and

- (4) institute a late fee, or charge interest as more fully provided in the Article XII.
  
- (d) issue, or to cause an appropriate officer to issue, upon demand by any Member or designated agent 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, said certificate shall be conclusive evidence of payment;
  
- (e) Procure and maintain the insurance coverage required by the Declaration and such other insurance coverage as the Board of Directors, in its sole discretion, deems necessary or advisable;
  
- (f) cause all officers or employees having fiscal responsibilities to be bonded, if it deems appropriate; and
  
- (g) cause the Common Areas to be maintained.

## ***ARTICLE X***

### ***OFFICERS AND THEIR DUTIES***

**SECTION 1** ENUMERATION OF OFFICES. The officers of this Association shall be a President, Vice President, a Secretary and a Treasurer, who shall be members of the Board of Directors.

**SECTION 2** ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors which shall be held immediately following each annual meeting of the Members.

**SECTION 3** TERM. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or otherwise disqualified to serve, or until a successor is elected and qualified.

**SECTION 4** SPECIAL APPOINTMENT. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for the period, have the authority, and perform the duties that 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 affirmative vote of two-thirds (2/3) of the Board then in office. Any officer may resign at any time by giving written notice to the Board, or the President or Vice President. Said resignation shall take effect on the date of receipt of the notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of said 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 said vacancy shall serve for the remainder of the term of the person replaced.

**SECTION 7** COMPENSATION. No officer shall receive compensation for any service to the Association. However, any officer may be reimbursed, at the discretion of the Board, for actual expenses incurred in the performance of the officer's duties.

**SECTION 8** DUTIES. The duties of the officers are as follows:

**President**

- (a) The President must be on the Board of Directors. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all Association leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes using due diligence and judgment that these disbursements are authorized by the Board within the approved budget.

### **Vice President**

- (b) The Vice President must be on the Board of Directors. During the absence or disability of the President, the Vice-President, or if there are more than one, the executive Vice- President, shall have all the powers and functions of the President. Each Vice President shall perform such other duties as the Board shall prescribe.

### **Secretary**

- (c) The Secretary must be on the Board of Directors. 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; shall serve notice of meetings of the Board and of the Members; and keep appropriate current records showing the Members of the Association, together with their addresses.

### **Treasurer**

- (d) The Treasurer must be on the Board of Directors, The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members.

## ***ARTICLE XI***

### ***BOOKS AND RECORDS***

The books, records, and papers of the Association, including a current list of Members shall be retained by the President and shall, on reasonable notice, during reasonable business hours be subject to inspection and copying by any Member. The Declaration, the Articles of Incorporation, the By-Laws and a current list of Members of the Association shall be available for inspection and copying by any Member. Copies may be purchased at reasonable cost.

## **ARTICLE XII**

### **ASSESSMENTS**

As more fully provided in the Declaration (Article VI, Sections 3 and 4), 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 date on which it became due and payable the assessment shall be subject to a late fee, and shall include interest at the maximum rate permitted by law (New York General Obligation Law Sec. 5-501) from the date the assessment became due to the date of payment thereof; and the Association may bring legal action, to recover the entire balance of the annual or special assessment then due together with penalties, interest, reasonable attorney's fees and costs of the action, against the Owner personally obligated to pay the same and may enforce the lien therefore against the property. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of the Owner's Lot.

## **ARTICLE XIII**

### **CORPORATE SEAL**

The Association shall have a corporate seal.

## **ARTICLE XIV**

### **AMENDMENTS**

**SECTION 1** These By-Laws may be amended at a regular or special meeting of the Members, by a vote of a majority of the Members present, in person or by proxy, except that any matter stated herein to be or which is in fact governed by the Declaration applicable to the Properties may not be amended except as provided in the Declaration.

**SECTION 2** In the case of any conflict between Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

IN WITNESS WHEREOF, we, being all of the Directors of GARNET HILL  
PROPERTY OWNERS ASSOCIATION, INC., have hereunto set our hands  
this \_\_\_\_\_ day of \_\_\_\_\_, 1977. STATE OF NEW YORK COUNTY OF WARREN