

BY-LAWS
OF
HUNTINGTON HILLS, Inc.

Adopted
Adopted January 10, 1949
Revised February 19, 1953
Revised October 29, 1970
Amended November 25, 1996
Revised November 9, 2002
Revised January 11, 2010
Revised January 14, 2015

HUNTINGTON HILLS Inc.
Purpose

The following is a summary of the legal relationship between Huntington Hills, Inc. and residential property owners within Huntington Hills Subdivision, relative to the Common Areas. Each property owner's deed (abstract) contains the details of this relationship and the same is also on file in the Monroe County Clerk's Office.

PURPOSE

The purpose of Huntington Hills, Inc. is to maintain the lands designated as Common Areas within the Huntington Hills Subdivision, to perpetuate and preserve the character of the Common Areas in their present natural and wooded state, with use and enjoyment of such Common Areas and the roads, roadways and pathways thereon being for the benefit of owners of residential lots in Huntington Hills Subdivision. Said owners have a fractional share ownership of such Common Areas and agree that the Directors and Officers of Huntington Hills, Inc. reserve the right to impose and enforce reasonable regulations as to use and enjoyment of the Common Areas per the Bylaws of Huntington Hills, Inc.

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**ARTICLE I
MEMBERS**

Section 1. Membership:

Membership is restricted to an owner or co-owners of a lot or lots in the Huntington Hills Subdivision. Membership shall be of two types; Resident Membership and Non-Resident Membership. A Resident Member shall be one on whose lot a completed dwelling exists. A Non-Resident Member is the owner of an unimproved building lot. Should a member cease to be such an owner or co-owner, his or her membership shall automatically terminate.

Section 2. Rights and Obligation of Members:

- (a) Common Areas: An owner of a residential lot shall have a fractional share of the Common Areas (Commons) property. Such fractional share is part of the title to the residential lot. No member shall have any control of the Commons property or assets of the Corporation. All Commons property and assets of the Corporation shall be subject to the direction of, control of, and expenditure for, by the Board of Directors of the Corporation.
- (b) Use of Commons Property: A member, his family and their guests may use the Commons subject to such regulations as the Board of Directors may adopt, with the approval of the membership.
- (c) Dissolution: Should the Corporation be dissolved or cease actively to carry on its business, its property and assets shall be distributed as a majority of the then qualified and acting Directors determine in their sole discretion, subject only to the approval of the State Supreme Court.
- (d) Voting: A member, who has paid all assessments shall be entitled to one vote, in person or by proxy vote, at any annual or special meeting of the members of the Corporation, except that an owner of more than one lot shall be entitled to only one vote at such meetings.
- (e) Agreement: A member agrees for him/herself, his/her heirs, successors and assigns to be bound by the provisions of the By-Laws of Huntington Hills, Inc. including personal responsibility for the payment of all assessments as determined by the Board of Directors of the Corporation and approved by the membership of the Corporation, as stated in these Bylaws.
- (f) Communications: For official, required notifications to the membership, as stated in these Bylaws, the Board of Directors

and Officers shall use first class mail. A member may choose only e-mail notifications by so informing the Huntington Hills, Inc. secretary. The member is responsible for maintaining an up-to-date e-mail address with said secretary.

ARTICLE II **MEETINGS OF MEMBERS**

Section 1. Annual and Special Meetings:

- (a) An Annual Meeting of the members shall be held in January, following the completion of the previous year's activities.
- (b) A Special Meeting of the members may be called by direction of the President or Vice-President, and the President shall call a Special Meeting if so requested, in writing, by not less than ten (10) members of the Corporation.
- (c) Notice of any meeting shall be sent, by e-mail or first class mail, not less than ten (10) days or more than forty (40) days prior to such meeting, addressed to the members at their respective last known e-mail or street address.
- (d) The notice of any meeting will clearly indicate the business items on which the membership will vote.
- (e) The notice shall also contain a preaddressed proxy card. For each business item requiring a vote, the proxy card will provide FOR and AGAINST boxes for voting purposes. For an e-mail mailing, the notice shall request an e-mail response indicating FOR or AGAINST each business item requiring a vote.

Section 2. Quorum:

At any Annual or Special Meeting of the members, one-third (1/3rd) of the membership shall constitute a quorum (including proxy votes) to transact any and all business. A member is counted for this Quorum only if he/she has paid all assessments.

Section 3. Voting:

- (a) The proxy voting option may be used by any member not able to attend a membership Annual or Special Meeting.
- (b) All proxy cards and e-mail voting responses are due on or before the meeting date.
- (c) At any Annual or Special meeting, a business item requiring a vote must be approved by a majority vote of the members present (including proxy votes), except that a Special Assessment and/or an Amendment to these Bylaws must be approved by a three-fourths (3/4) vote of the members present (including proxy votes).

ARTICLE III
ASSESSMENTS

Section 1. Assessments:

- (a) **Annual Assessment:** There shall be no fixed annual dues payable by Members. At the Annual Meeting, the Board of Directors shall present an Annual Budget (based on the calendar year) for the ensuing year.
This budget shall include an estimate of the ordinary costs of operating the Corporation.
Ordinary costs are defined as being NYS Franchise tax; Real Estate tax on Huntington Hills Commons Property; Directors and Commons Property liability insurance; copying and mailing expense; income tax preparation; room rental fees for annual and special meetings; web site management expenses and a cash reserve of \$1,500 for other expenses.
The Annual Budget shall also include the amount of any Annual Assessment to offset the ordinary costs and any carryover, plus or minus, from the previous year's actuals.
Ordinary costs, as defined above, need not be approved by the members.
Each resident member shall pay a prorata share of the Annual Assessment.
Each non-resident member shall pay one-half (1/2) of the Annual Assessment of a resident member.
An owner of more than one lot is required to pay for only one lot.
- (b) **Special Assessment:** In the event of a proposed Special Assessment by the Board of Directors for costs in excess of the above Annual Assessment, such Special Assessment must be approved by a three-fourths (3/4th) vote of the members present (including proxy votes) at an Annual or Special Meeting called for such purpose.
Each resident member shall pay a prorata share of the Special Assessment.
Each non-resident member shall pay one-half (1/2) of the Special Assessment of a resident member.
An owner of more than one lot is required to pay for only one lot.
- (c) Any assessment so levied or adopted shall be due and payable upon bill being rendered by the Treasurer and shall be considered past due if not paid within ninety (90) days.
Any assessment remaining unpaid for ninety (90) days, after being rendered, shall result in the loss of membership voting rights until all overdue bills are paid.
The unpaid assessment will constitute a lien on the member's real property, subject to legal action for nonpayment, with reasonable attorney's fees to be assessed against said non-paying member, after a written notice of default is sent by Registered Mail, Return Receipt Requested to that member, at

the discretion of the Board of Directors.

ARTICLE IV
DIRECTORS

Section 1. Number, Qualifications and Powers of Board of Directors:

The Board of Directors shall consist of six (6) members as from time to time may be elected at any Annual Meeting of the members called for such purpose. All power and authority of the Corporation shall be vested in the Board of Directors. Candidates for the Board of Directors shall be recommended by a nominating committee comprised of at least three members who are, currently, not on the Board or Directors. The Board of Directors shall review the nominating committee's recommendations and the Board of Directors will determine a final slate of candidates to be presented at the election. Alternate candidates may be nominated from the floor, or by writing their name/names on the proxy form.

Section 2. Vacancies:

A Director may resign at will or may be removed, for cause, at any time by a majority vote of all Board of Directors. A successor shall be appointed by the other members of the Board, and shall serve until the next Annual Meeting of the members.

Section 3. Term of Office:

Except as qualified in Section 2 above, the term of office of a Director shall be for two years or until his/her successor is duly elected. The Board will make all due effort to maintain continuity. A Director may serve three (3) consecutive terms in a specific capacity/position. After a hiatus of one (1) year, a member can be re-elected for another possible three (3) terms.

ARTICLE V
MEETINGS OF DIRECTORS

Section 1. Regular and Special Meetings:

The Board of Directors shall hold such meetings at such times and places and upon such notice as may be determined by the Directors. Any Officer may call a meeting upon 48 hours' notice delivered by e-mail, first class mail, in person, or by telephone.

Section 2. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of any business at the meeting of the Board.

ARTILE VI
OFFICERS

Section 1. Officers Designated:

The Officers of the Corporation shall be members of the Corporation and the Board of Directors, and shall be elected by the membership of the Corporation. Their duties and authority shall be as may, from time to time, be prescribed by the Board. Each of the following offices shall be held by a separate board member, President, Vice-President, Treasurer, Secretary, and two Officers at Large._

ARTICLE VII
AMENDMENTS

Section 1. Amendments:

These By-Laws may be amended, revised, altered, repealed or superseded, either in whole or in part, by the affirmative vote of three-fourths (3/4th) of the members of the Corporation present (including proxy votes) at any Annual or Special meeting of the members of the Corporation at which a quorum (including proxy votes) is present.

ARTICLE VIII
SEAL

Section 1. Seal:

The seal of the Corporation shall consist of a round seal with the words "Huntington Hills, Inc., Rochester, N.Y." and the word and figures "Incorporated 1949" at the center, and imprint is impressed hereon.