



**AMENDED BYLAWS
OF THE
CHADWICK SQUARE PARK ASSOCIATION, INC.**

**Glenmont, Town of Bethlehem
County of Albany
State of New York 12077**

DATE OF THESE AMENDED BYLAWS: July 21, 2022

THESE AMENDED BYLAWS ARE IMPORTANT TO MEMBERS AND RESIDENTS OF CHADWICK SQUARE. IT IS SUGGESTED THAT YOU CONSULT AN ATTORNEY OR FINANCIAL ADVISOR BEFORE SIGNING ANY CONTRACT INVOLVING THE SALE OR RESALE OF PROPERTY IN CHADWICK SQUARE. All purchasers of homes in the Chadwick Square development should be aware that if they resell their homes, those who purchase from them will automatically become Members of the Association, assuming all rights and obligations, and all of the seller's rights cease upon sale. At the time of purchase, purchasers will sign an acknowledgement that they are assuming all rights and obligations of said park association. Furthermore, the seller must provide a signed statement to the Association verifying the transfer of Association documents to the purchaser including: (1) Certificate of Incorporation; (2) the Amended and Restated Declaration of Covenants, Conditions and Restrictions; (3) the Amended Bylaws; and (4) written Board policies, before the Association will issue a certificate stating that all Association assessments have been paid.

Committee Disclaimer:

These Amended Bylaws were prepared by a committee appointed by the Chadwick Square Park Association, Inc. and were approved by the Association Board of Directors on. The committee members are not lawyers and take no responsibility for legal issues contained in this document. The Board of Directors of the Chadwick Square Park Association engaged counsel, COFFEY LAW PLLC, Elk Street, Albany, NY, to review the document. If members of the Chadwick Square Park Association, Inc. have any questions about the legality of any of the rules or regulations contained in this amended declaration they should consult an attorney.

AMENDED AND RESTATED BYLAWS

Revised and approved by the Board of Directors February 24, 2010.

Reviewed by legal counsel and approved with recommended revisions by the Board of Directors, April 28, 2010. Initial draft revisions mailed to Owners, May 24, 2010.

Public hearing held on initial draft revisions on July 21, 2010.

Final draft approved by the Board of Directors, August 25, 2010 and mailed to Owners on September 7, 2010. Owners approve final draft by mail vote ending November 6, 2010.

Adopted by the Board of Directors December 8, 2010

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Public meeting held on draft revisions on March 16, 2022

Final draft approved by the Board of Directors, May 3, 2022 and emailed to Owners/Posted to Website on May 9, 2022.

Approved by vote of Owners, July 1, 2022 (Counted July 7, 2022)

Adopted by Board of Directors July 21, 2022

Table of Contents

ARTICLE I: NAME AND LOCATION	1
Section 1: Name.	1
Section 2: Location.	1
ARTICLE II: DEFINITIONS.....	1
Section 1: Definitions:.....	1
ARTICLE III: PURPOSE	2
Section 1: Purpose.	2
ARTICLE IV: THE ASSOCIATION STRUCTURE, MEMBERSHIP AND PROCEDURES.....	2
Section 1: Formation of the Association.	2
Section 2: Voting Rights.	2
Section 3: Holder of Security Interest.....	3
Section 4: Annual Meeting.	3
Section 5: Reports to Owners.....	3
ARTICLE V: BOARD OF DIRECTORS.....	3
Section 1: The Board.	3
Section 2: Eligibility.....	3
Section 3: Term of Office.....	3
Section 4: Removal.	3
Section 5: Filling of Vacancies.	4
Section 6: Compensation.	4
ARTICLE VI: ELECTION OF DIRECTORS.....	4
Section 1: Nomination by Nominations and Elections Committee.	4
Section 2: Notice of Nominations and Elections Committee Actions.	4
Section 3: Nomination by Petition.	4
Section 4: Final Notice to Owners.	4
Section 5: Elections.....	4
ARTICLE VII: OWNER VOTING	5
Section 1: Eligibility.....	5
Section 2: Proxies.	5
Section 3: Voting by Mail or Electronically.....	5
ARTICLE VIII: MEETINGS OF THE BOARD	5
Section 1: Regular Meetings.....	5
Section 2: Special Meetings.	5
Section 3: Executive Sessions.	5
Section 4: Quorum.....	5

Section 5: Owners’ and Residents' Right to Speak.	6
Section 6: Notice of Meetings.....	6
Section 7: Action Taken Without a Meeting.....	6
ARTICLE IX: ANNUAL AND SPECIAL MEETINGS OF OWNERS	6
Section 1: Annual Meeting.	6
Section 2: Special Meetings.	6
Section 3: Notice of Meetings.	6
Section 4: Quorum.	7
Section 5: Required Number of Votes.	7
ARTICLE X: CONDUCT OF MEETINGS	7
Section 1: Rules of Conduct.....	7
Section 2: Parliamentary.....	7
ARTICLE XI: POWERS AND DUTIES OF THE BOARD	7
Section 1: Powers.....	7
Section 2: Duties.....	8
ARTICLE XII: OFFICERS AND THEIR DUTIES.....	9
Section 1: Officers.....	9
Section 2: One Office Limitation.	9
Section 3: Election of Officers.	9
Section 4: Terms of Office for Officers.....	9
Section 5: Resignation and Removal.....	9
Section 6: Vacancy of an Office.....	9
Section 7: Duties.	9
Section 8: Assignment of Responsibilities.....	11
ARTICLE XIII: COMMITTEES	11
Section 1: Standing Committees.....	11
Section 2: Appointments to Standing Committees.	12
Section 3: Term of Standing Committees.....	12
Section 4: Ad-Hoc Committees.....	12
Section 5: Responsibilities of Committees.....	12
Section 6: Eligibility and Representation.....	12
ARTICLE XIV: BOOKS AND RECORDS.....	12
Section 1: Availability to Owners.....	12
Section 2: Fiscal Year.....	12
ARTICLE XV: ASSESSMENTS	13
Section 1: Obligations of Owners.....	13
ARTICLE XVI: CORPORATE SEAL.....	13

Section 1: Seal Required.....	13
ARTICLE XVII: AMENDMENTS.....	13
Section 1: Proposals by Owners.	13
Section 2: Board Review of Proposals.....	13
Section 3: Re-submission by Petition.....	13
Section 4: Notice to Owners.....	14
Section 5: Timely Presentation.	14
Section 6: Vote of Owners Required.	14
ARTICLE XVIII: CONFLICTS, INVALIDATION, AND FAILURE TO COMPLY.....	14
Section 1: Conflicts.	14
Section 2: Invalidation.	14
Section 3: Failure to Comply.	14
Section 4: Remedies.	14
Section 5: Effective Date.....	14
Section 6: Fiscal Year.	14

Chadwick Square Park Association

BYLAWS

Approved by vote of Owners, July 1, 2022

Adopted by Board of Directors, July 22, 2022

Chadwick Square Park Association BYLAWS

Approved by vote of Owners, July 1, 2022

Adopted by Board of Directors July 21, 2022

ARTICLE I: NAME AND LOCATION

Section 1: Name.

The name of the corporation is Chadwick Square Park Association, Inc.

Section 2: Location.

The principal office of the Association shall be in Chadwick Square, Glenmont, Town of Bethlehem, County of Albany, New York, and the mailing address shall be Post Office Box 405, Glenmont, NY 12077.

ARTICLE II: DEFINITIONS

Section 1: Definitions:

- a. **“Assessments”** shall mean charges for the maintenance, operation and improvement of Association Property as described in Article V of the Chadwick Square Park Association Amended and Restated Declaration of Covenants, Conditions, and Restrictions.
- b. **“Association”** shall mean and refer to Chadwick Square Park Association, Inc., a New York not- for-profit corporation, its successors and assigns.
- c. **“Common Properties”** shall mean Association Property, as that term is further defined in Section 1.01.d. and Section 4.01 of the Amended and Restated Declaration, owned by the Association for the common use and enjoyment of the Owners and Residents.
- d. **“Communications”** shall include all potential ways for communications – electronic, postal service, other delivery services, websites, social media.
- e. **“Declaration”** shall mean and refer to the Amended Declaration of Covenants, Conditions and Restrictions as it may, from time to time, be supplemented, extended or further amended in the manner provided for in the Amended and Restated Declaration.
- f. **“Electronic Communications”** shall mean email, texting, electronic video meeting platforms and other future technologies.
- g. **“Home”** shall mean each single-family residence (as evidenced by issuance of a Certificate of Occupancy issued by the Town of Bethlehem) including the garage appurtenant to such Home, if there be one. Unless the context clearly indicates otherwise, the term “Home” shall be deemed to include the term “Lot”.
- h. **“Lot”** shall mean and refer to any portion of the property, with the exception of the Association property and town of Bethlehem property, under the scope of the Amended and Restated Declaration, as shown on the “as built” subdivision map or maps filed within the office of the Albany County Clerk and identified as a separate parcel on the tax records of the town of Bethlehem. Unless the context clearly indicates otherwise, the term “Lot” includes any home situated thereon.
- i. **“Mail”** shall include US Postal Service as well as other currier and delivery services.
- j. **“Managing Agent”** shall mean one who acts on behalf of the board as stipulated in the contract and is subject to the direction of the board.
- k. **“Owner”** shall mean and refer to the holder(s) of record of the fee simple title to any lot, whether or not such holder(s) actually resides within such lot. Each lot shall have only one (1) vote regardless of ownership in joint name, as tenants in common, or tenancy by the entirety. In all other respects, each person on the deed will have all rights and privileges of membership

in the Association. Any person or entity that holds an interest in a Lot and/or Home merely as security for the performance of an obligation shall not be an Owner.

- l. **“Property or Development”** shall mean all land described in Schedule “A” and Schedule “B” attached to the Amended and Restated Declaration, and the improvements thereon covered by the Amended and Restated Declaration and such additions as may be made thereto from time to time. Property or development shall exclude any property deeded to the town of Bethlehem.
- m. **“Public Place”** shall mean any place to which the public has access to including both physical and electronic space.
- n. **“Resident”** shall mean and refer to any person residing in any Lot, which is a part of the Property whether or not such person is an Owner.
- o. **“Rules and Regulations”** shall mean the code governing the use and care of the Property as set forth in the Amended and Restated Declaration, these Bylaws, and as promulgated from time to time by the Association Board of Directors in written Board Policies.

ARTICLE III: PURPOSE

Section 1: Purpose.

The purpose of the Association shall be to provide for the maintenance and preservation of the common properties and for architectural control as described in Section 3.01 of the Amended and Restated Declaration and the Certificate of Incorporation.

ARTICLE IV: THE ASSOCIATION STRUCTURE, MEMBERSHIP AND PROCEDURES

Section 1: Formation of the Association.

Pursuant to the Not-for-Profit Corporation Law of the State of New York, with the filing of a Certificate of Incorporation on or about January 15, 1980 and amended February 25, 1980, the Chadwick Square Park Homeowners' Association, Inc. was formed to own, operate and maintain the Association Property, enforce the Covenants, Conditions and Restrictions set forth in the Amended and Restated Declarations and to have such other specific rights, obligations, duties and functions as are set forth in the Amended and Restated Declarations, the Certificate of Incorporation and the Amended Bylaws of the Association, as such may be supplemented, extended or amended from time to time. Subject to the additional limitations provided in this Amended and Restated Declaration, the Certificate of Incorporation and the Bylaws, the Association shall have all the powers and be subject to the limitations of a not-for-profit corporation as contained in the New York State Not-for-Profit Corporation law as the same may be amended from time to time.

Section 2: Voting Rights.

In any situation where more than one (1) person holds an ownership interest in a Lot, only one vote may be cast for each lot. An owner's vote shall be suspended if more than one (1) person seeks to exercise it. In any situation where a corporation or partnership is entitled to exercise the vote, such vote shall be exercised by the individual designated from time to time by such Owner in a written instrument provided to the Secretary. The Board of Directors of the Association may make such additional regulations consistent with the terms of this Amended and Restated Declaration, the Certificate of Incorporation and Bylaws of the Association and applicable law, as it deems advisable, in regard to proof of age, proof of ownership, evidence or right to vote, the appointment and duties of inspectors of vote, registration of Owners for voting, voting procedures and such other matters concerning the conduct of meetings and voting as it shall deem appropriate.

An Owner shall be considered "not in good standing" during any period of time in which they are delinquent in the payment of any Assessment, or in violation of any provision of these Bylaws or the Amended and Restated Declarations, or any of the Rules or Regulations. While "not in good standing", the Owner shall

not be entitled to vote nor shall they or any other individual residing within said Owner's Unit be able to exercise any right or privilege of an Owner. The Owner's property shall be removed from the total count of properties for voting purposes.

Section 3: Holder of Security Interest.

Any person or entity that holds an interest in a Lot and/or Home merely as security for the performance of an obligation shall not be an Owner and shall have no voting rights.

Section 4: Annual Meeting.

With at least thirty (30) days' notice provided by mail or email, an annual meeting of the Owners shall be held for the Purpose of electing Owners to the Board of Directors, presenting and acting on an annual budget, and conducting any other business that requires consideration by the Owners at that time.

Section 5: Reports to Owners.

The Board of Directors of the Chadwick Square Park Association shall cause an annual internal financial review of the Association to be performed by the Financial Review Committee as prescribed in the Bylaws, Article XIII, Section (h) or by an independent certified public accountant review. By majority vote of the Board, once in every five (5) year fiscal period the Board of Directors may cause an external audit to be performed by an independent public accountant in accordance with generally accepted auditing standards (GAAS). Further, an annual budget, a statement of income and expenditures, and the Treasurer's annual report shall be presented to the Owners at the regular annual meeting, and copies of each shall be given or sent by mail or electronic means to each Owner.

ARTICLE V: BOARD OF DIRECTORS

Section 1: The Board.

The Association shall be governed by a board of directors, hereinafter referred to as "the Board", which, except as provided by Article VIII, Section 4 (Quorum), shall consist of eleven (11) directors elected by the Owners at large and, upon election to the Board, shall be eligible for election by the Board to any office.

Section 2: Eligibility.

Only Owners who are current in the payment of dues and assessments shall be eligible for election to the Board. No two persons representing the same Lot may serve on the Board at the same time.

Section 3: Term of Office.

Directors shall be eligible to serve two (2) consecutive 2-year terms. For the purpose of this limitation, a director serving an initial term of more than one year whether elected by Owners or elected by the Board to fill a vacancy in accordance with Section 5 of this Article, shall be considered to have served a full term. A former director shall be eligible for election by the Board to fill a vacancy on the Board and/or re-nomination for a full two-year term, one year from their previous date of service.

A Director or Directors, whose term has expired, may continue to serve for an additional one (1) year upon an affirmative vote of the Owners voting at the Annual Meeting or by appointment through a majority vote of the Board of Directors for the purpose of filling board vacancies when enough willing new candidates cannot be found.

Section 4: Removal.

A director may be removed from the Board for cause by a majority vote of the other Board members. Cause for such removal shall include, but shall not be limited to, the nonpayment of dues and assessments, and/or material infractions that compromise the integrity of the CSPA Board and/or the well-being of the Chadwick Square community at large.

Section 5: Filling of Vacancies.

In the event of a vacancy on the Board, the remaining directors shall elect by majority vote an eligible Owner from a slate proposed by the Nominations and Elections Committee to serve as an acting director until the last day of the year in which the next regular election of directors is held. Also, any Owner may propose additional nominees by providing separate notice of each nomination, signed by at least ten (10) Owners, to the Secretary of the Board at least ten (10) days before the election will be held. In each case, a director shall be elected by the Owners to fill the vacancy at the next annual meeting.

Section 6: Compensation.

Directors shall not receive compensation for services rendered, but upon documentation found satisfactory to the Board, shall be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE VI: ELECTION OF DIRECTORS**Section 1: Nomination by Nominations and Elections Committee.**

Nominations of candidates for election to the Board of Directors shall first be made by a Nominations and Elections Committee appointed in accordance with the provisions of Article XII. The Committee shall make as many nominations as it shall, in its discretion, determine, but not less than the number of vacancies to be filled. No member of the Nominations and Elections Committee may be nominated for election by the Committee with the exception of the one board representative.

Section 2: Notice of Nominations and Elections Committee Actions.

The Nominations and Elections Committee shall submit its slate of nominees to the Board, in writing, or via electronic means, not less than 45 days prior to the annual meeting. The Board shall notify all Owners, in writing, or via electronic means, of the slate of nominees submitted by the Committee no later than 30 days prior to the annual meeting.

Section 3: Nomination by Petition.

Any Owner may propose additional nominees by providing separate notice of each such nomination, signed by at least ten (10) Owners, to the secretary of the Board at least twenty (20) days prior to the annual meeting. Members of the Nominations and Elections Committee may be nominated by petition.

Section 4: Final Notice to Owners.

The Board shall notify all Owners, in writing, via mail or electronically, of the complete slate of nominees at least ten (10) days prior to the annual meeting. This notification shall consist of a single alphabetical list of nominees with home addresses and brief biographies in a format to be determined by the Nominations and Elections Committee and shall indicate for each nominee whether the nomination is by the Nominations and Elections Committee or by petition of Owners and whether the nominee is a present or former director.

Section 5: Elections.

Elections of directors shall take place at the Annual Meeting of Owners and shall be by secret written ballot of nominees listed alphabetically, or by electronic means. Voting may be achieved by manual or electronic means. There shall be no nominations from the floor. Voting shall be in accordance with the provisions of Article VI. Nominees receiving the largest numbers of votes shall be elected. In the event of a Board vacancy, nominations may be made by both the Nominating Committee and by petition.

ARTICLE VII: OWNER VOTING

Section 1: Eligibility.

Only Owners shall be eligible to vote. Owners may cast one vote for each Lot owned for which the dues and assessments are current. There shall be only one vote per Lot regardless of the number of owners.

Section 2: Proxies.

Owners' votes may be cast in person or by proxy. Every proxy authorization shall be in writing, signed by an Owner eligible to vote, and filed with the secretary of the Board no later than forty-eight (48) hours prior to the scheduled time of the meeting at which the proxy is to be exercised. The written proxy must be on the form provided by the Board of Directors and must be signed and dated by the Owner. A proxy is effective for the meeting or issue for which it was rendered.

Section 3: Voting by Mail or Electronically.

The Board may, at its discretion, request the Owners to vote by mail or electronically. In that event, the Board shall prepare and distribute to all Owners an official ballot (by mail or electronically). All votes shall be cast by mail or electronically by signing the official ballot form or submitting using an email address. Only one ballot per Owner shall be counted. Ballots shall be used only for a vote on a specific pre-announced purpose. Each ballot shall contain a clearly worded statement of the purpose of the vote, a brief explanation of the effect of a "yes" and "no" vote and shall indicate the date by which ballots must be received by the Board of Directors.

ARTICLE VIII: MEETINGS OF THE BOARD

Note: Additional, more detailed information is provided in the Amended and Restated Declaration.

Section 1: Regular Meetings.

There shall be at least ten (10) regular meetings of the Board on an annual basis at such time and public place within the Town of Bethlehem, County of Albany, State of New York as may be fixed by resolution of the Board of Directors. Regular meetings shall be open to all Owners and Residents. The schedule of meetings shall be posted, and updated as necessary, on the Association's website and sent to all Owner email addresses maintained by the Association by January 15 of each year. Owners who do not have email addresses or have not provided those to the Association may request a paper copy of the annual schedule, at their own expense, by notifying the managing agent. Meeting participation will be available in person and/or online

Section 2: Special Meetings.

Special meetings of the Board may be called as deemed necessary by the president or by any two directors after not less than three (3) days' notice to each director. Special meetings shall be open to all Owners and Residents, but no advance notice to Owners shall be required. The agenda for each special meeting shall be restricted to the specific predetermined purpose(s) of such meeting and the Board may make, discuss and vote on such motions or proposals as may relate to the stated purpose(s) of the meeting.

Section 3: Executive Sessions.

An executive session of the Board can be called by any member of the Board to discuss issues not appropriate for a public forum. For example, consultation with an attorney, personal issues involving owners or residents, managing agent issues, etc. No votes will be taken during executive sessions. The Secretary shall record the opening and closing of the executive session.

Section 4: Quorum.

Six (6) directors shall constitute a quorum for the transaction of business so long as the number of elected directors remains at eight (8) or more. In the event that the number of elected directors falls temporarily below eight (8) but not below six (6), then five (5) directors shall constitute a quorum until such time as the number of elected directors again reaches eight (8) or more. If the number of elected directors falls below six (6), then four (4) elected directors shall constitute a quorum and the Board shall transact only essential business such as

the collection of dues and the payment of bills until such time as the number of elected directors again reaches a minimum of six (6). 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 an act of the Board. Directors may not vote by proxy on any Board action.

Section 5: Owners' and Residents' Right to Speak.

Following the conclusion of each regular meeting of the Board, Owners and Residents shall be given an opportunity to address any topic that is consistent with the purpose of the Association and may discuss such other topics as the Board deems appropriate. The Board will not vote or act on issues brought forward by owners and residents during the open forum itself, however, they may bring these issues forward at a subsequent business meeting. Officers of the Board shall moderate the proceedings during the open forum and have the right to limit discussion. The Board may, at its discretion, provide a similar opportunity at the conclusion of a special meeting. The minutes of each meeting shall reflect all such discussions.

A week or more before the scheduled meeting, owners may propose topics to be added to the agenda for discussion and potential voting.

Section 6: Notice of Meetings.

The secretary, or such other director as may be designated by the Board, shall notify all Owners in writing, via mail or electronically, at least ten (10) days in advance of any regular meeting of the Board. The Board may, at its discretion, establish from time to time a regular time and public place for its regular meetings and in that event, notice of the time and place of such regular meetings may be made by a single written notice, via mail or electronically, to each Owner. It is the responsibility of the Board to notify new Owners within 30 days of their earliest date of ownership of the time and place of such meetings and to notify all Owners in the event of any change in such time and place at least ten (10) days prior to any meeting.

Section 7: Action Taken Without a Meeting.

The Board shall have the right to take any action in the absence of a meeting that could legally be taken at a meeting of the Board by obtaining the prior approval of every Director in writing or by electronic message. Any action so approved shall have the same effect as though taken at a meeting of the Board. All such written or electronic message approvals shall be filed with the secretary of the Board and made part of the next minutes of the Association.

ARTICLE IX: ANNUAL AND SPECIAL MEETINGS OF OWNERS

Section 1: Annual Meeting.

An annual meeting of Owners shall be held each year during the month of September in a public place within the Town of Bethlehem, County of Albany, State of New York. In the event of extraordinary circumstances preventing the meeting from being held in September, the annual meeting may be held in October.

Section 2: Special Meetings.

Special meetings of Owners may be called at any time by the president or by the majority of the Board or by written request of forty-five (45) Owners who are entitled to vote. The agenda for each special meeting shall be restricted to the specific, predetermined purpose(s) of such meeting and Owners may make, discuss and vote on such motions or proposals as may relate to the stated purpose(s) of the meeting. Special meetings must be held in a public place within the Town of Bethlehem, County of Albany, State of New York.

Section 3: Notice of Meetings.

The secretary, or such other director as may be designated by the Board, shall notify all Owners in writing or via electronic means, of the date, time and place of each annual meeting of Owners at least 15 days before such meeting, with two exceptions: a) notice of a meeting called for the purpose of acting on assessments or capital

improvements must be given not less than 30 days nor more than 60 days in advance of such meeting, as provided by Section 5.05 (b) of Article V of the Amended Declaration; b) notice of a special meeting with be given 15 days in advance, unless the urgency necessitates a shorter period. Such notice may be by mail writing or via electronic means, and shall be posted, or mailed or delivered to each Owner's address last appearing on the books of the Association or supplied by such Owner to the Association for the purpose of receiving such notice, including their electronic address, if requested by the Owner. Written notices of special meetings must also specify the specific purpose(s) of the meeting.

Section 4: Quorum.

For special meetings and the annual meeting, a quorum is defined as one-third of the Owners eligible to vote, either in person or by proxy. Sixty-seven percent (67%) of the Owners entitled to vote, either in person or by proxy, will constitute a quorum for approval of:

- a) any Special Assessment for the construction (rather than reconstruction or replacement) of any capital improvements;
- b) any Special Assessment over \$10,000;
- c) any increase in the Annual Assessment of 30% or more;
- d) amendment of the Declaration and/or Bylaws.

In the event that the required quorum is not present or represented by proxy at any such meeting, the Owners entitled to vote thereat shall have the power to adjourn the meeting and a subsequent meeting may be called within 60 days of the first meeting, subject to the same requirement for notification of Owners and the required quorum.

Section 5: Required Number of Votes.

Sixty-seven percent (67%) of all Owners eligible to vote will constitute the minimum number of votes required to pass the following: a) special assessments for construction of Association property; b) special assessments over \$10,000; c) increases of 30% or more in the annual assessment; and (d) amendment of the Declaration and/or Bylaws.

ARTICLE X: CONDUCT OF MEETINGS

Section 1: Rules of Conduct.

Except as otherwise provided by Section 2 of this Article, and to the extent that there is no conflict between Roberts Rules of Order and these Bylaws, all meetings of the Board and all annual and special meetings of Members shall be conducted in accordance with the most current and authorized full edition of Roberts Rules of Order.

Section 2: Parliamentary.

The Board may, from time to time, appoint or secure the services of a parliamentarian.

ARTICLE XI: POWERS AND DUTIES OF THE BOARD

Note: Additional, more detailed information is provided in the Amended and Restated Declaration.

Section 1: Powers.

The Board has the power to:

- a) exercise for the Association all powers, duties and authority vested in or delegated to the Association in law and not reserved to the Owners by other provisions of these Bylaws, the Articles of Incorporation, or the Amended Declarations;
- b) adopt and publish rules and regulations governing use of the Common Properties and facilities, and the personal conduct of Owners, Residents, and their guests thereon, and to establish penalties for infractions;
- c) within the annual budget, employ independent contractors or employees as it deems necessary in connection with subsections (a) and (b) of this Section and to prescribe their duties; and
- d) declare the office of a member of the Board to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board.

Section 2: Duties.

It shall be the duty of the Board:

- a) to cause the Common Properties to be maintained;
- b) to oversee the managing agent and to monitor independent contractors or employees of the Association and to see that their duties are properly performed;
- c) as more fully provided in the Amended Declaration, to:
 - (1) fix the amount of the annual assessment equally against each Lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice electronically or by mail of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (3) file a lien against any Lot for which assessments, as more fully outlined in Article V of the Declaration, are not fully paid ninety (90) days after a due date or to bring an action at law against any Owner personally obligated to pay such assessments;
- d) to issue or cause to be issued by the management company, a certificate stating that all Association assessments have been paid, such certificate being conclusive evidence of such payment. Such certificate shall only be issued once the prospective seller of a Lot has presented an Owner's signed statement verifying they transferred the following Association documents to the buyer or advised the buyer where the documents can be located if kept electronically: (1) Certificate of Incorporation; (2) the Amended Declaration; (3) the Amended Bylaws; and (4) written Board policies;
- e) through the managing agent, procure and maintain adequate liability and hazard insurance on property owned by the Association and liability insurance, (including errors and omissions coverage) protecting directors and all committee members for their actions while performing their duties, and workers compensation and disability benefits insurance, and other insurance as the Board of Directors deem appropriate and/or necessary.
- f) to cause to be kept a complete record of all its acts and corporate affairs and to make these records available for inspection by any Owner upon written request.
- g) to fulfill all other obligations of the Amended Declaration, the Certificate of Incorporation and these Bylaws.
- h) to provide a chair, or serve as Board liaison, on a Standing Committee

ARTICLE XII: OFFICERS AND THEIR DUTIES

Section 1: Officers.

The officers of the Association shall be president, vice-president, secretary, and treasurer, each of whom shall be an elected director. Each officer shall at all times be a member of the Board.

Section 2: One Office Limitation.

No director shall hold more than one office at the same time.

Section 3: Election of Officers.

Those directors whose terms extend into the next year following an election of directors, and all newly elected directors, shall meet after the election of directors, but not later than October 31 of that year, for the purpose of electing a president, vice president, secretary and treasurer for the next fiscal year and selecting committee chairpersons. For the purpose of such election of officers, newly elected directors shall have voting power and the provisions of these Bylaws generally applicable to actions of the Board shall apply to such meeting, except that no written notice to Owners shall be required for such meeting.

Section 4: Terms of Office for Officers.

The President, Secretary and Treasurer shall serve one year terms of office, and can serve more than one term. The Vice-President shall serve for two years, the first year as Vice President and the second year as President. In the event that the Vice President cannot assume the presidency, the Treasurer or Secretary will be asked to assume the presidency by majority vote of the Board. Elected officers shall take office on January 1 following their election to office and shall hold office for one (1) year unless they shall sooner resign, or be removed from office, or be otherwise disqualified or unable to serve. All officers shall provide transition support to their successor.

Section 5: Resignation and Removal.

Any officer may resign at any time by giving written notice to the president or the secretary of the Board. Such resignation shall take effect on the date of receipt unless otherwise specified therein and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. The Board may remove any officer from office with cause.

Section 6: Vacancy of an Office.

A vacancy of an elected office shall be filled by election by the Board of another eligible director. In the event that a vacancy occurs as a result of loss of a director, the remaining Board members shall first select a replacement director in accordance with the provisions of Section 5 of Article IV. Once the new director has been selected, the Board shall vote to fill the vacant office. A director elected to fill a vacant office shall serve for the remainder of the year. A majority vote of the Board of Directors is needed to fill the vacancy.

Section 7: Duties.

Officers shall have the following duties:

President: The president shall:

1. preside at all meetings of the Board and of Owners;
2. see that orders and resolutions of the Board are carried out;
3. assumes general charge of the day-to-day administration of the association;
4. serves as spokesperson for the board in most matters relating to general association business;
5. co-sign all contracts;
6. have signing authority on all bank accounts;
7. while presiding as Chairperson of the Board, be eligible to vote only in the event of a tie vote.

8. while presiding at Ownership meetings be eligible to vote if voting is by written or electronic ballot.
9. serve as an ex-officio member of all committees, except the Internal Financial Review Committee.

Vice President: The vice president shall:

1. act in the place and stead of the president in the event of their absence, inability or refusal to act;
2. in the absence of the president, have co-signing authority on all bank accounts;
3. exercise and discharge such other duties as may be required by the Board.
4. Serve as an officer for two (2) years; first year as vice president; 2nd year as president.

Secretary: The secretary shall:

1. oversee the recording of all votes and preparation of a written record of the minutes of all meetings and proceedings of the Board and of Owners;
2. keep the corporate seal of the Association and affix it on all papers requiring said seal;
3. oversee that notice of meetings of the Board and of Owners is served on a timely basis;
4. be responsible to see that appropriate current records are kept showing the Owners of the Association with their addresses;
5. at the discretion of the president, have co-signing authority on all bank accounts;
6. maintain a written inventory and physical possession of the Association's records, including electronic records.
7. perform such other duties as required by the Board.

Treasurer: The treasurer shall:

1. oversee the managing agent in the receipts and deposits in appropriate bank accounts of all monies of the Association and oversee the disbursement by the managing agent of such funds as directed by resolution of the Board. The Treasurer and President will electronically review and approve invoices in a timely manner when submitted by the Managing Agent and after review by the appropriate committee chair overseeing the expenditure.
2. have co-signing authority on bank accounts with the President.
3. oversee that proper books are maintained by the managing agent.
4. with the managing agent, present a monthly financial statement to the Board.
5. during the first quarter provide a written report, prepared by the managing agent, to the Board that includes a summary of all financial activities for the previous year
6. ensure, with the assistance of the managing agent, that a certified public accountant is commissioned to conduct a review of the Association's financial statements as provided by the managing agent for the previous year and reports their findings at the April Board meeting. Alternatively, an internal financial review committee may perform the review.
7. be responsible, with the managing agent and the Budget Committee, for preparation of an annual budget and a forecast of income and expenditures to be presented to the Board at the September Board meeting and distributed to the Membership for its consideration prior to the Annual Meeting in September or October.
8. oversee the preparation and filing of local, state, and federal tax forms by the managing agent.

9. with the managing agent, oversee the preparation and issuance of the statement indicating the status of a property owner's financial obligations regarding Association dues and assessments at the time of transfer of the property.
10. maintain a written inventory of the Association's Safe Deposit box if one is used.

Section 8: Assignment of Responsibilities.

The Board may, from time to time, enter into written contracts that assign certain specific duties of the secretary or treasurer to independent contractors or other persons but in such event, the final responsibility for the assigned functions remains that of the secretary or treasurer.

ARTICLE XIII: COMMITTEES

Section 1: Standing Committees.

There shall be the following standing committees, consisting of Owners or Residents:

- (a) **Nominations and Elections Committee** of not less than three (3) Owners, shall nominate candidates for election to the Board at the Annual Meeting as provided by these Amended Bylaws, and shall make all preparations for and supervision of the election of directors, including appointment of tellers. In the event of a Board vacancy, the committee shall submit the names of candidates to the Board.
- (b) **Architectural Committee** of not less than three (3) members shall carry out the functions set forth in Article VI of the Amended and Restated Declaration of Covenants, Conditions and Restrictions. In the event no one volunteers for this committee the Board representative committee chair person shall submit all requests to the board, prior to a vote, Note: Additional, more detailed information is provided in the Amended and Restated Declaration.
- (c) **Grounds Committee** of not less than three (3) members, shall plan and coordinate maintenance and upkeep of the Common Properties and buildings and shall report on its activities, needs and expenditures from time to time as required by the Board. The chairperson shall also serve on the Budget Committee.
- (d) **Pool Committee** of not less than three (3) members, shall plan and coordinate maintenance of the pool, pool area and equipment and have responsibility for the lifeguards. The chairperson shall report on the committee's activities, needs and expenditures from time to time as required by the Board. The chairperson shall serve on the Budget Committee.
- (e) **Court Sports Committee** of not less than three (3) members, shall plan and coordinate maintenance of the tennis courts and equipment, and shall report on its activities, needs and expenditures from time to time as required by the Board. The chairperson shall serve on the Budget Committee.
- (g) **Budget Committee** of not less than five (5) members, which shall be chaired by the treasurer, and shall include the chairperson of the Grounds Committee, the Pool Committee and the Court Sports Committee. The Budget Committee shall submit a Proposed annual budget to the Board for review not later than the Board meeting preceding the annual meeting. Annually this committee will be responsible for developing and monitoring a capital improvements plan of not less than 10-years of any Association properties including but not limited to the pool, court sports and the common grounds. The committee will also be responsible for overseeing and reporting to the board on capital budgeting and reserve matters.

(h) **Internal Financial Review Committee** of three (3) members that shall review the Association books, as maintained by the managing agent, after the end of the fiscal year and render a written report to the Board at the April Regular Board meeting, or as otherwise directed by the Board. Results of the annual Internal Financial Review Committee report shall be reported to Owners in the minutes of that Board meeting. No director serving for the year under review shall be eligible for appointment to this committee. The Board may, alternatively, elect to accomplish the financial review by engaging the services of a certified public accountant. Instead of appointing an Internal Financial Review Committee.

Section 2: Appointments to Standing Committees.

In January of each year, the Board shall select the members of the Nominations and Elections Committee and a chairperson for each of the other standing committees. The selected chairpersons of the standing committees shall submit the names of recommended committee members to the Board for approval. The President shall serve as an ex-officio member of all committees, with the exception of the Nominations and Elections committee.

Section 3: Term of Standing Committees.

Each standing committee shall serve until the end of the calendar year for which it is appointed. At the discretion of the Board, a committee may continue to serve beyond the end of the calendar year but not beyond the date of appointment of the committee appointed for the next year.

Section 4: Ad-Hoc Committees.

The Board may appoint and dissolve, from time to time, ad-hoc committees for such purposes and with such powers as the Board may determine.

Section 5: Responsibilities of Committees.

Except as otherwise provided by the Amended Declaration or the Certificate of Incorporation, each committee shall be charged by the President with responsibilities and duties determined by the Board and consistent with these Bylaws and shall, at all times, be directly responsible to the Board. The committees shall make all recommendations requiring Board action in writing. The Board will vote on the final actions to be taken on all committee recommendations.

Section 6: Eligibility and Representation.

Committee members shall be Owners or Residents, and the Board shall endeavor to assure representation from various areas of Chadwick Square on each committee. An Owner or Resident may serve on more than one committee. Owners and residents are eligible to serve as chairs of committees. Only one person per household may serve as chair of a committee or as a member of the Board.

ARTICLE XIV: BOOKS AND RECORDS

Section 1: Availability to Owners.

The books, records and papers of the Association shall be available for inspection by any Owner upon written request to the Treasurer and the managing agent. The Amended Declaration, the Certificate of Incorporation, and the Bylaws of the Association and the written Board Policies shall be available for inspection by any Owner on the Association website. Copies shall also be available for purchase at a cost determined by the Board.

Section 2: Fiscal Year.

The fiscal year of the Association shall be the calendar year.

ARTICLE XV: ASSESSMENTS

Section 1: Obligations of Owners.

As more fully provided in Sections 5.01 through 5.07 of Article V of the Amended Declaration, each Owner is obligated to pay to the Association annual, extraordinary and special assessments that are secured by a continuing lien upon the property against which the assessment is made.

ARTICLE XVI: CORPORATE SEAL

Section 1: Seal Required.

The Association shall have a seal in circular form having within its circumference the words: CHADWICK SQUARE PARK ASSOCIATION, INC.

ARTICLE XVII: AMENDMENTS

Section 1: Proposals by Owners.

At any time, any Owner (including Directors and Officers) may propose an amendment to the Bylaws by submitting such proposal in writing in person, via mail or electronically, to the secretary of the Board. Amendments proposed for voting at an annual meeting or special meetings of Owners must be submitted at least one hundred and twenty (120) days prior to the scheduled date of such meeting. The secretary will acknowledge receipt of the proposal, including date of receipt, in writing via mail or electronically.

Section 2: Board Review of Proposals.

The Board shall complete a review of each proposed amendment no later than sixty (60) days from the date of receipt or by the date of the next regularly scheduled Board meeting after the date of receipt, whichever last occurs, to determine the effect of such proposal on the existing Bylaws and may, during that time period, appoint an ad-hoc committee for the purpose of assisting the Board in such review. Based on its review, the Board may:

- a) determine that the proposed amendment is acceptable in its original form and present it to the Owners for a vote in accordance with Section 6 of this Article; or
- b) determine that the proposed amendment is not acceptable in its original form for presentation to the Owners, and assist the Owner(s) submitting the proposed amendment in developing an acceptable modified proposal prior to presenting the proposal to the Owners for a vote in accordance with Section 6 of this Article; or
- c) determine that the proposed amendment is inconsistent with any of the governing documents, except the Bylaws, or is otherwise inappropriate for presentation to the Owners for a vote and provide written notification to the Owner(s) submitting the proposal, via mail or electronically, explaining why the proposal will not be presented to the Owners for a vote.

Section 3: Re-submission by Petition.

If the Board determines, in accordance with Section 2 (c) of this Article, that a proposed amendment is inappropriate for presentation to the Owners for a vote, the Owner(s) submitting the original proposal may, not later than forty-five (45) days prior to an annual or special meeting at which the submitting Owner(s) wish to have the proposal presented for a vote of the Owners, resubmit the proposal, in its original or modified form,

together with a petition signed by not less than forty-five (45) Owners. Upon receipt of the petition, the Board shall present the resubmitted proposal to the Owners for a vote in accordance with Section 1 of this Article.

Section 4: Notice to Owners.

No later than thirty (30) days prior to the scheduled date of an annual or special meeting at which a vote of the Owners will be taken on any proposed amendment(s), the Board shall provide each Owner with a complete copy of each such proposed amendment, via mail or electronically.

Section 5: Timely Presentation.

The Board shall present acceptable proposals to the Owners for a vote in a timely manner.

Section 6: Vote of Owners Required.

The Bylaws may be amended by at least sixty-seven (67%) percent of Owners present in person or by proxy, at an annual meeting, or at a special meeting of Owners called for that purpose not less than thirty (30) days nor more than sixty (60) days after the date of notification of Owners. In accordance with Article VI Sec. 3, the Board may, at its discretion, request the Owners to vote on the amendment of Bylaws by mail or electronically. The minimum number of votes required to amend the Bylaws by mail or electronically will be sixty-seven (67) percent of the Owners eligible to vote.

ARTICLE XVIII: CONFLICTS, INVALIDATION, AND FAILURE TO COMPLY

Section 1: Conflicts.

In case of a conflict between the Certificate of Incorporation and the Amended Bylaws, the Certificate shall control. In case of a conflict between the Amended and Restated Declaration and the Amended Bylaws, the Amended and Restated Declaration shall control. In case of a conflict between any of the governing documents and the board policies, the governing documents shall control.

Section 2: Invalidation.

Invalidation of any Article, Section or provision of these Amended Bylaws by judgment or court order shall in no way affect the validity of any other part and all other parts shall remain in full force and effect.

Section 3: Failure to Comply.

Failure by any person to comply with any provision of these Amended Bylaws shall not be deemed to invalidate such provision.

Section 4: Remedies.

The Board reserves the right to seek any remedies it deems necessary to assure compliance with these Amended Bylaws in accordance with Article XIV Sec. 14.01 of the Amended and Restated Declaration.

Section 5: Effective Date.

Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

Section 6: Fiscal Year.

The fiscal year of the Association shall begin on the first day of January and end of the 31st day of December of every year.

IN WITNESS WHEREOF, the undersigned, being the Owner of real property subject to this Amended Bylaws, set their hands and seals the date stated below.

CHADWICK SQUARE PARK ASSOCIATION, INC.

BY: Uriel M. Oka
Uriel Oka, Secretary

STATE OF NEW YORK)
COUNTY OF ALBANY) ss.:

On the 25th day of July, 2022, before me duly sworn, did depose and say that (s)he resides at 11 York Road, Glenmont, New York 12077; that (s)he is the Secretary of CHADWICK SQUARE PARK ASSOCIATION, INC., the corporation described in, and which executed the above instrument; that (s)he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that (s)he signed (her)his name thereto by like order.

Further, (s)he did depose and say that these Amended Bylaws thereto were voted upon in accordance with Article XVII, Section 6 of these Amended Bylaws by written ballot of the Owners during the voting period ending on July 1, 2022 and that percent (75%) of the total Authorized Voting Owners consented to this amended document.

Colleen A. Hummel
Notary Public

COLLEEN A. HUMMEL
Notary Public, State of New York
Qualified in Albany County
No. 01HU6061493
Commission Expires July 16, 2023