

**BYLAWS
OF
CHESTER SHORES HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

Section 1. The name of the corporation is CHESTER SHORES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "association."

Section 2. The principal office of the corporation shall be located at the Town of Chester, County of Warren, State of New York, but meetings of members and directors may be held at such places within the state of New York as may be designated by the Board of Directors.

**ARTICLE II
Definitions**

Section 1. "Association" shall mean and refer to Chester Shores Homeowners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Certificate of Incorporation or the Bylaws, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Properties or Facilities" shall mean all real and personal property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Properties and Facilities.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Properties including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Member" shall mean and refer to those persons entitled to membership as provided in Article III.

ARTICLE III Membership

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any improved lot is subject to the jurisdiction of this Corporation is required to be a member of this Association. When the title is passed to another entity, including transfers to members of the original title owners' family, the new entity is required to be a member of the Association. Each improved lot shall be entitled to two votes allocated to it for voting purposes.

Section 2. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the jurisdiction of this Corporation.

Section 3. Membership is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

Section 4. Application and election of the record owner of a fee or undivided fee interest in any improved lot shall automatically occur upon the payment of one year's dues in advance.

Section 5. Every member should have a right and easement of enjoyment in and to the Common Properties and facilities, which shall be appurtenant to and pass with the title to every lot subject to the following provisions:

(a) the right of the Association to charge reasonable admission and other fees for the use of any recreational facility which is part of the common properties or facilities;

(b) the right of the Association to suspend the voting rights of any member for any period during which the member's dues are in arrears or for a period not to exceed 60 days for any infraction of its published rules and regulations;

(c) the right of the Association to dedicate or transfer all or any part of the Common Properties or facilities to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members.

Section 6. Any member may delegate, in accordance with these by-laws, the right to enjoyment of the common properties and facilities to members of his or her household, or tenants or contract purchasers who reside on the member's property in Chester Shores.

Section 7. Payment of one year's dues in advance for each lot entitles the member record owner or owners to a total of two (2) votes to be allocated among such members according to their ownership interests in the lot.

ARTICLE IV

Membership Meetings

Section 1. ANNUAL MEETING. An annual general membership meeting shall be held on the fourth Saturday of July at 4:00 PM or at a specified time decided upon at the previous general meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request by one-fourth (1/4) of the members who are entitled to vote.

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 mailing a copy of such notice, postage prepaid, at least 21 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. QUORUM. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third (1/3) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Certificate of Incorporation, 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 be represented.

Section 5. PROXIES. At all membership meetings, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary before the meeting is called to order. Each proxy shall be dated, signed and shall specify the single date of the meeting that the proxy may be used.

ARTICLE V

Board of Directors: Selection, Term of Office

Section 1. The affairs of this Association shall be managed by a Board of nine (9) directors, who are members of the Association.

Section 2. TERM OF OFFICE. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years. At each annual meeting thereafter the members shall elect three directors for a term of three years.

Section 3. REMOVAL. Any director may be removed from the Board, 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, the successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 4. COMPENSATION. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of assigned duties.

Section 5. ACTION TAKEN WITHOUT A MEETING. The directors 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 so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

Nomination and Election of Directors

Section 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairperson who shall be a member of the Board of Directors and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. ELECTION. Election to the Board of Directors can be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these by-laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VII
Meetings of Directors

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least three times within each fiscal year. Time and place as determined by the Board of Directors.

Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held as required, called by the President of the Association, or by any two directors, with majority of directors in attendance. Subsequent notification of said meetings will be provided to each director.

Section 3. QUORUM. A majority of the number of directors shall constitute a quorum for the transaction of business. 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.

ARTICLE VIII
Powers and Duties of the Board of Directors

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

(a) adopt and publish rules and regulations governing the management of the Association, the use of the Common Properties and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of his dues. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days, for infraction of published rules and regulations;

(c) 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 or the Certificate of Incorporation;

(d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from two (2) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

(b) supervise all officers, agents and employees of this Association and to see that their duties are properly performed;

(c) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(d) cause all officers or employees having fiscal responsibilities to be bonded as may be appropriate; and

(e) cause the Common Properties and facilities to be maintained.

ARTICLE IX Officers and Their Duties

Section 1. ENUMERATION OF OFFICES. The officers of this Association shall be a president, vice-president, secretary and treasurer, who shall at all times be members of the Board of Directors 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 the first meeting of the Board of Directors 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.

Section 4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such 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, 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 officer replaced.

Section 7. MULTIPLE OFFICES. No person shall simultaneously hold more than one of any of the offices, except in the case of special offices created pursuant to Section 4 of this Article.

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

President

(a) 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 co-sign all leases, mortgages, deeds and other written instruments and all promissory notes, and shall perform such other duties as are incident to the foregoing

Vice President

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

Secretary

(c) 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; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

(d) 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 of Directors; shall co-sign all leases, mortgages, deeds and other written instruments and all promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by an audit committee at the completion of the fiscal year, and shall prepare an annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy to each of the members.

ARTICLE X
Books and Records

The books and records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles 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 cost.

ARTICLE XI
Committees

The Board of Directors shall appoint the Nominating Committee, an Audit Committee and such other committees as deemed appropriate in carrying out the purposes of this corporation.

ARTICLE XII
Finances

Section 1. The revenue of this Association shall be derived from dues of the members and such other sources as the Board of Directors may from time-to-time approve and direct.

Section 2. FINANCES. The dues for each improved lot shall be as recommended by the Board of Directors and approved by the voting membership.

Section 3. The corporation is authorized to accept contributions from any source, but any such contributions should not necessarily confer membership rights upon the contributor.

Section 4. Annual association dues are payable on the first day of October of each year and cover the coming fiscal year. For every 30 days beyond November 15, an additional \$5.00 per 30 days will be added.

ARTICLE XIII
Amendments

Section 1. These by-laws may be amended at a regular or special meeting of the members by a vote of 2/3 of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Certificate of Incorporation and these By-laws, the Certificate of Incorporation shall control.

ARTICLE XIV
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall, according to the majority vote of the membership, either be distributed proportionately among the members thereof, or be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XV
Miscellaneous

Section 1. The fiscal year of the Association shall begin on the first day of October and end on the 30th day of September of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. Roberts Rules of Order, latest edition, shall be recognized as the authority governing all meetings of the Association, its Board of Directors or committees, insofar as it is not in conflict with these By-laws.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the incorporate of the Chester Shores Home Owners Association, Inc., a Not-For-Profit Corporation; and

That the foregoing By-Laws constitute the revised By-Laws of said Association as of July 30, 2000 and were duly adopted pursuant to Section 405 of Not-For-Profit Corporation Law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this day of , 2001.

Revised: July 5, 1986
Revised: July 30, 2000

**CERTIFICATE OF INCORPORATION
OF
CHESTER SHORES HOME OWNERS ASSOCIATION, INC.**

**UNDER SECTION 402 OF THE
NOT-FOR-PROFIT CORPORATION LAW**

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-For-Profit Corporation Law, hereby certifies:

1. The name of the corporation is Chester Shores Home Owners Association, Inc..
2. The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-For-Profit Corporation Law; it has not been formed for pecuniary profit or financial gain; and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of, its members, directors or officers except to the extent permitted under the Not-For-Profit Corporation Law.
3. The purposes for which the corporation is to be formed are to promote the health, safety and welfare of the residents and property owners of the property known as Chester Shores, situated in the Town of Chester, County of Warren, State of New York; more fully described on certain maps prepared by John B. Van Dusen, Licensed Land Surveyor, Lake George, New York, filed in the Office of the Clerk of the County of Warren; and such additions thereto as may hereafter be brought within the jurisdiction of this corporation, all of which are hereinafter referred to as "The Properties" and for this purpose to:
 - (a) own, acquire, build, operate and maintain recreation areas, commons, streets, footways, parking facilities, including buildings, structures and personal property incident thereto, hereinafter referred to as "The Common Properties and Facilities;"
 - (b) supplement municipal services;
 - (c) enforce any and all covenants, restrictions and agreements applicable to The Properties;
 - (d) pay taxes, license or governmental charges, if any, levied or imposed against The Common Properties and Facilities;
 - (e) provide generally for the care, protection and maintenance of The Properties and, particularly, for all areas of common use;
 - (f) do any other act or thing incidental to or connected with the

foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

4. The corporation is a Type "A" corporation.

5. The office of the corporation is to be located in the Town of Chester in the County of Warren, State of New York

6. The territory in which the corporation's activities are principally to be conducted is the Town of Chester in the County of Warren, State of New York.

7. The post office address to which the Secretary of State should mail a copy of any notice required by law is Chester Shores Home Owners Assoc., Inc., Route 9 Chestertown, New York 12817.

8. The subscriber is of the age of eighteen years or over.

9. No approvals or consents are required for this Type "A" corporation.

IN WITNESS WHEREOF, this certificate has been signed by the subscriber this
20th day of July 1977.

Michael T. Wallender
c/o DeGraff, Foy, Conway & Holt-Harris
90 State Street
Albany, New York 12207